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EmployerÂ Identification Number)2000 S Colorado Blvd, Suite 2-825Denver, Colorado80222(Address of principal executive offices)(Zip Code)Registrantâ€™s telephone number, including area code: (866) 777-8235_____Securities registered pursuant to Section 12(b) of the Act:Title of Each Class:Trading Symbol(s)Name of Each Exchange on Which Registered:Shares of common stock, $0.0001 par valueSPRUNew York Stock ExchangeIndicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No oIndicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No oIndicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of â€œlarge accelerated filer,â€ â€œaccelerated filer, â€œsmaller reporting companyâ€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated fileroAccelerated fileroNon-accelerated filerxSmaller reporting companyxEmerging growth companyoIf an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. oIndicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No xAs of NovemberÂ 13, 2024, 18,602,612 shares of the registrantâ€™s common stock, $0.0001 par value, were outstanding.Table of ContentsTABLE OF CONTENTSPAGEPART I â€“ FINANCIAL INFORMATIONItem 1.Condensed Consolidated Financial Statements1Condensed Consolidated Balance Sheets as of September 30, 2024 (unaudited) and December 31, 2023 (unaudited)1Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2024 and 2023 (unaudited)3Condensed Consolidated Statements of Changes in Stockholdersâ€™ Equity for the Three and Nine Months Ended September 30, 2024 and 2023 (unaudited)4Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2024 and 2023 (unaudited)7Notes to Unaudited Condensed Consolidated Financial Statements9Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations32Item 3.Quantitative and Qualitative Disclosures About Market Risk39Item 4.Controls and Procedures39PART II â€“ OTHER INFORMATIONItem 1.Legal Proceedings42Item 1A.Risk Factors42Item 2.Unregistered Sales of Equity Securities and Use of Proceeds43Item 3Defaults Upon Senior Securities43Item 4Mine Safety Disclosures43Item 5.Other Information43Item 6.Exhibits44SIGNATURES45Â Â Â Â iTable of ContentsCAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTSThis Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€) and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€) that relate to future events or our future financial performance including, but not limited to, statements regarding the plans, strategies and prospects, both business and financial, of Spruce Power Holding Corporation (the â€œCompanyâ€), our growth plans, future financial and operating results, costs and expenses, the outcome of contingencies, financial condition, results of operations, liquidity, cost savings, business strategies, including the potential acquisition of approximately 10,000 home solar assets and contracts as contemplated by the non-binding Letter of Intent executed by the Company in September 2024 (the â€œPotential Acquisitionâ€), and other statements that are not historical facts. Forward-looking statements can be identified by the use of forward-looking words or phrases such as â€œanticipate,â€ â€œbelieve,â€ â€œcould,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œopportunity,â€ â€œplan,â€ â€œpredict,â€ â€œpotential,â€ â€œestimate,â€ â€œshould,â€ â€œwill,â€ â€œwouldâ€ or the negative of these terms or other words of similar meaning. These statements are based upon the Companyâ€™s current plans and strategies and reflect the Companyâ€™s current assessment of the risks and uncertainties related to its business and are made as of the date of this report. These statements are inherently subject to known and unknown risks and uncertainties. You should read these statements carefully as they discuss our future expectations or state other â€œforward-lookingâ€ information. There may be events in the future that we are not able to accurately predict or control and our actual results may differ materially from the expectations we describe in our forward-looking statements. Factors that could cause actual results to differ materially from those currently anticipated include the following:â€¢Uncertainties relating to the solar energy industry and the risk that sufficient additional demand for home solar energy systems may not develop or take longer to develop than we anticipate.â€¢Disruptions to our solar monitoring systems could negatively impact our revenues and increase our expenses.â€¢Warranties provided by the manufacturers of equipment for our assets and maintenance obligations may be inadequate to protect us.â€¢The solar energy systems we own or may acquire may have a limited operating history and may not perform as we expect, including as a result of unsuitable solar and meteorological conditions.â€¢Problems with performance of our solar energy systems may cause us to incur expenses, may lower the value of our solar energy systems and may damage our market reputation.â€¢Developments in technology or improvements in distributed solar energy generation and related technologies or components may materially adversely affect demand for our offerings.â€¢We could be harmed by a material reduction in the retail price of traditional utility generated electricity, electricity from other sources or renewable energy credits.â€¢We may fail to grow by expanding our market penetration or to manage our growth effectively.â€¢We may not enter into a definitive agreement to complete the Potential Acquisition, which is still subject to negotiation, the Potential Acquisition may not be completed in a timely manner or at all, and the Company may incur significant costs, fees and expenses related to the Potential Acquisition.â€¢We may not be able to identify strategic acquisition or strategic relationship opportunities, we may not be able to complete strategic acquisitions or strategic relationships, or we may experience difficulties in integrating strategic acquisitions, including the Potential Acquisition if it is completed.â€¢We may require additional financing to support the development of our business and implementation of our growth strategy.â€¢We are subject to risks relating to our outstanding debt, including risks relating to rising interest rates and the risk that we may not have sufficient cash flow to pay our debt.â€¢We may be adversely affected by the impact of natural disasters and other events beyond our control, such as hurricanes, wildfires or pandemics.iiTable of Contentsâ€¢We are subject to cybersecurity risks.â€¢We are subject to risks relating to global economic conditions.â€¢Governmental investigations, litigation or other claims may cause us to incur significant expense, hinder execution of business and growth strategy or impact the price of our Common Stock.â€¢Changes in tax laws may materially adversely affect our business, prospects, financial condition, and operating results. â€¢Our ability to use net operating loss carryforwards and other tax attributes may be limited in connection with business combinations or other ownership changes.â€¢We are subject to risks associated with construction, regulatory compliance, risks relating to changes in, and our compliance with, laws and regulations affecting our business, and other contingencies.â€¢Violations of export control and/or economic sanctions laws and regulations to which we are subject could have a material adverse effect on our business operations, financial position and results of operations.â€¢Our insurance coverage may not be adequate to protect us from all business risks.â€¢We face competition from traditional energy companies as well as solar and other renewable energy companies.These and other factors that could cause actual results to differ from those implied by the forward-looking statements in this Quarterly Report on Form 10-Q are more fully described in Part II, Item 1A under the heading â€œRisk Factorsâ€ and elsewhere in this Quarterly Report on Form 10-Q and the risk factors set forth in Part I, Item 1A Risk Factors, within our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission (the â€œSECâ€) on AprilÂ 9, 2024 (the â€œAnnual Reportâ€). These factors are not exhaustive. Other sections of this Quarterly Report on Form 10-Q, such as our Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations set forth in Item 2 describe additional factors that could adversely affect the business, financial condition or results of operations of the Company and its consolidated subsidiaries. New risk factors emerge from time to time, and it is not possible to predict all such risk factors, nor can the Company assess the impact of all such risk factors on its business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements, which speak only as of the date hereof. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the foregoing cautionary statements. The Company undertakes no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.This report includes certain registered trademarks, including trademarks that are the property of the Company and its affiliates. This report also includes other trademarks, service marks and trade names owned by the Company or other persons. All trademarks, service marks and traded names included herein are the property of their respective owners. Use or display by us of other partiesâ€™ trademarks, trade dress, or products in this report is not intended to, and does not, imply a relationship with, or endorsements or sponsorship of, us by the trademark or trade dress owners.iiiTable of ContentsPart I - Financial InformationItem 1. Financial StatementsSpruce Power Holding CorporationCondensed Consolidated Balance Sheets (Unaudited)As of(In thousands, except share and per share amounts)September 30,2024December 31,2023AssetsCurrent assetsCash and cash equivalents$113,658Â $141,354Â Restricted cash36,323Â 31,587Â Accounts receivable, net of allowance of $0.9 million and $1.7 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively11,523Â 9,188Â Interest rate swap assets, current6,723Â 11,333Â Prepaid expenses and other current assets4,779Â 9,879Â Total current assets173,006Â 203,341Â Investment related to SEMTH master lease agreement138,340Â 143,095Â Property and equipment, net464,695Â 484,406Â Interest rate swap assets, non-current12,812Â 16,550Â Intangible assets, net9,267Â 10,196Â Deferred rent assets3,370Â 2,454Â Right-of-use assets, net5,029Â 5,933Â Goodwillâ€”Â 28,757Â Other assets255Â 257Â Long-term assets of discontinued operationsâ€”Â 32Â Total assets$806,774Â $895,021Â Liabilities and stockholdersâ€™ equityCurrent liabilitiesAccounts payable$858Â $1,120Â Non-recourse debt, current, net28,351Â 27,914Â Accrued expenses and other current liabilities30,892Â 40,634Â Deferred revenue, current1,686Â 878Â Lease liability, current956Â 1,166Â Current liabilities of discontinued operations65Â â€”Â Total current liabilities62,808Â 71,712Â Non-recourse debt, non-current, net577,005Â 590,866Â Deferred revenue, non-current2,876Â 1,858Â Lease liability, non-current5,061Â 5,731Â Warrant liabilitiesâ€”Â 17Â Unfavorable solar renewable energy agreements, net3,510Â 6,108Â Interest rate swap liabilities, non-current607Â 843Â Other long-term liabilities3,219Â 3,047Â Long-term liabilities of discontinued operations52Â 170Â Total liabilities655,138Â 680,352Â Commitments and contingencies (Note 14)Stockholdersâ€™ equity:1Table of ContentsCommon stock, $0.0001 par value; 350,000,000 shares authorized at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; 19,398,378 and 18,597,728 shares issued and outstanding at SeptemberÂ 30, 2024, respectively, and 19,093,186 and 18,292,536 shares issued and outstanding at DecemberÂ 31, 2023, respectively2Â 2Â Additional paid-in capital477,413Â 475,654Â Accumulated deficit(322,449)(257,888)Treasury stock at cost, 800,650 shares at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023(5,424)(5,424)Noncontrolling interests2,094Â 2,325Â Total stockholdersâ€™ equity151,636Â 214,669Â Total liabilities and stockholdersâ€™ equity$806,774Â $895,021Â See notes to unaudited condensed consolidated financial statements.2Table of ContentsSpruce Power Holding CorporationCondensed Consolidated Statements of Operations (Unaudited)Three Months Ended September 30,Nine Months Ended September 30,(In thousands, except per share and share amounts)20242023202420232024Revenues$21,378Â $23,250Â $61,881Â $64,158Â Operating expenses:Cost of revenues9,657Â 9,810Â 28,500Â 26,257Â Selling, general and administrative expenses13,521Â 12,391Â 43,426Â 44,093Â Litigation settlements, net7,205Â 26,339Â 7,205Â 26,339Â Gain on asset disposal(603)(773)(2,055)(4,225)Impairment of goodwill28,757Â â€”Â 28,757Â â€”Â Total operating expenses58,537Â 47,767Â 105,833Â 92,464Â Loss from operations(37,159)(24,517)(43,952)(28,306)Other (income) expense:Interest income(6,265)(8,255)(16,908)(13,846)Interest expense, net11,367Â 11,192Â 29,900Â 30,815Â Change in fair value of warrant liabilities(2)(70)(17)(218)Change in fair value of interest rate swaps11,328Â (8,061)8,153Â (11,663)Other income, net(37)(360)(453)(1,240)Net loss from continuing operations(53,550)(18,963)(64,627)(32,154)Net income (loss) from discontinued operations (including loss on disposal of $0 and $3,083 for the three and nine months ended SeptemberÂ 30, 2023, respectively)(4)(204)50Â (4,253)Net loss(53,554)(19,167)(64,577)(36,407)Less: Net income (loss) attributable to redeemable noncontrolling interests and noncontrolling interests(25)146Â (16)(764)Net loss attributable to stockholders$(53,529)$(19,313)$(64,561)$(35,643)Net loss from continuing operations per share, basic and diluted(2.88)(1.09)(3.51)(1.78)Net loss from discontinued operations per share, basic and diluted$â€”Â (0.01)â€”Â $(0.24)Net loss attributable to stockholders per share, basic and diluted(2.88)(1.11)(3.50)(1.97)Weighted-average shares outstanding, basic and diluted18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â See notes to unaudited condensed consolidated financial statements.3Table of ContentsSpruce Power Holding CorporationCondensed Consolidated Statements of Changes in Stockholdersâ€™ Equity (Unaudited)Three and Nine Months EndedSeptember 30, 2024Common StockAdditionalPaid-InCapitalAccumulatedDeficitTreasury StockNon controlling InterestsTotal Stockholdersâ€™Equity(In thousands, except share data)SharesAmountSharesAmountBalance at DecemberÂ 31, 202319,093,186Â $2Â $475,654Â $(257,888)800,650Â $(5,424)$2,325Â $214,669Â Issuance of restricted stock5,060Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Capital distributions to noncontrolling interestsâ€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â (76)(76)Stock-based compensation expense, netâ€”Â Â â€”Â Â 821Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â 821Â Net income (loss)â€”Â Â â€”Â Â (2,454)â€”Â Â â€”Â Â 4Â Â (2,450)Balance at MarchÂ 31, 202419,098,246Â $2Â $476,475Â $(260,342)800,650Â $(5,424)$2,253Â $212,964Â Issuance of restricted stock259,604Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Capital distributions to noncontrolling interestsâ€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â (64)(64)Stock-based compensation expense, netâ€”Â Â â€”Â 236Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â 236Â Net income (loss)â€”Â Â â€”Â Â â€”Â (8,578)â€”Â Â â€”Â 5Â (8,573)Balance at JuneÂ 30, 202419,357,850Â $2Â $476,711Â $(268,920)800,650Â $(5,424)$2,194Â $204,563Â Issuance of restricted stock40,528Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Capital distributions to noncontrolling interestsâ€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â (75)(75)Stock-based compensation expense, netâ€”Â Â â€”Â 702Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â 702Â Net lossâ€”Â Â â€”Â Â â€”Â (53,529)â€”Â Â â€”Â (25)(53,554)Balance at SeptemberÂ 30, 202419,398,378Â $2Â $477,413Â $(322,449)800,650Â $(5,424)$2,094Â $151,636Â 4Table of ContentsThree and Nine Months EndedSeptember 30, 2023Redeemable NoncontrollingInterestsCommon StockAdditionalPaid-inCapitalAccumulatedDeficitTreasury StockNon controlling InterestsTotal Stockholdersâ€™Equity(In thousands, except share data)SharesAmountSharesAmountBalance at December 31, 2022$85Â 18,046,903Â $2Â $473,289Â $(193,342)â€”Â $â€”Â $8,942Â $288,891Â Cumulative-effect adjustment of ASC 326 adoptionâ€”Â â€”Â Â â€”Â Â 1,285Â Â â€”Â Â â€”Â Â 1,285Â Purchase accounting measurement period adjustments240Â â€”Â Â â€”Â Â (1,813)â€”Â Â â€”Â Â (5,490)(7,303)Exercise of stock optionsâ€”Â 135,210Â 283Â â€”Â Â â€”Â Â â€”Â Â 283Â Issuance of restricted stockâ€”Â 341,490Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â Issuance of common stockâ€”Â 25,818Â â€”Â 150Â â€”Â Â â€”Â Â â€”Â Â 150Â Capital distributions to noncontrolling interests(108)â€”Â Â â€”Â Â â€”Â Â â€”Â Â â€”Â Â (88)(88)Stock-based compensation expense, netâ€”Â Â â€”Â 796Â Â â€”Â Â â€”Â Â â€”Â 796Â Net income (loss)(39)â€”Â Â â€”Â Â (19,395)â€”Â Â 590Â (18,805)Balance at March 31, 2023$178Â 18,549,421Â $2Â $472,705Â $(211,452)â€”Â $â€”Â $3,954Â $265,209Â Exercise of stock optionsâ€”Â 111,637Â $â€”Â 252Â $â€”Â Â â€”Â $â€”Â Â â€”Â 252Â Issuance of restricted

stockâ€”Â 106,928Â â€”Â â€”Â â€”Â â€”Â â€”Â Share repurchasesâ€”Â â€”Â â€”Â â€”Â â€”Â 233,022Â (1,614)â€”Â (1,614)Stock-based compensation expense, netâ€”Â â€”Â 593Â â€”Â â€”Â â€”Â â€”Â 593Â Capital distributions to noncontrolling interestsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (57)(57)Net income (loss)21Â â€”Â â€”Â â€”Â 3,065Â â€”Â â€”Â (1,482)1,583Â Balance at June 30, 2023$199Â 18,767,986Â $2Â $473,550Â $(208,387)233,022Â $(1,614)$2,415Â $265,966Â Exercise of stock optionsâ€”Â 84,245Â â€”Â 165Â â€”Â â€”Â â€”Â 165Â Issuance of restricted stockâ€”Â 72,895Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Share repurchasesâ€”Â â€”Â â€”Â â€”Â â€”Â 497,725Â (3,505)â€”Â (3,505)Stock-based compensation expense, netâ€”Â â€”Â 660Â â€”Â â€”Â â€”Â â€”Â 660Â Buyout of redeemable noncontrolling interests(55)â€”Â â€”Â 139Â â€”Â â€”Â â€”Â â€”Â 139Â Equity related to buyout of redeemable noncontrolling interest(139)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Capital distributions to noncontrolling interests(26)â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â (102)(102)Net income (loss)21Â â€”Â â€”Â (19,313)â€”Â â€”Â 125Â (19,188)Balance at September 30, 2023$â€”Â 18,925,126Â $2Â $474,514Â $(227,700)730,747Â $(5,119)$2,438Â $244,135Â 5Table of ContentsSee notes to unaudited condensed consolidated financial statements.6Table of ContentsSpruce Power Holding CorporationCondensed Consolidated Statements of Cash Flows (Unaudited)Nine Months Ended September 30,(In thousands)20242023Operating activities:Net loss$(64,577)$(36,407)Adjust for net (income) loss from discontinued operations(50)4,253Â Adjustments to reconcile net loss to net cash used in operating activities:Stock-based compensation expense, net1,759Â 2,049Â Bad debt expense1,128Â 2,436Â Amortization of deferred revenue(671)â€”Â Depreciation and amortization expense15,695Â 16,445Â Impairment of goodwill28,757Â â€”Â Accretion expense181Â â€”Â Change in fair value of interest rate swaps8,153Â (11,663)Change in fair value of warrant liabilities(17)(218)Interest income related to SEMTH master lease agreement(12,159)(7,658)Gain on disposal of assets(2,055)(4,225)Change in operating right-of-use assets24Â 49Â Amortization of fair value adjustment and deferred financing costs4,447Â 4,390Â Changes in operating assets and liabilities:Accounts receivable, net(3,463)(5,166)Deferred rent assets(916)(488)Prepaid expenses and other current assets4,961Â (1,992)Other assets2Â 124Â Accounts payable(262)(1,667)Accrued expenses and other current liabilities(11,735)25,212Â Other long-term liabilities(9)5Â Deferred revenue2,541Â 701Â Net cash used in continuing operating activities(28,266)(13,820)Net cash used in discontinued operating activities(87)(2,104)Net cash used in operating activities(28,353)(15,924)Investing activities:Proceeds from sale of solar energy systems4,712Â 5,068Â Proceeds from investment related to SEMTH master lease agreement18,868Â 13,188Â Cash paid for acquisitions, net of cash acquiredâ€”Â (43,097)Purchases of other property and equipment(182)(285)Net cash provided by (used in) continuing investing activities23,398Â (25,126)Net cash provided by discontinued investing activitiesâ€”Â 325Â Net cash provided by (used in) investing activities23,398Â (24,801)Financing activities:Repayments of long-term non-recourse debt(145,763)(22,821)Proceeds from issuance of non-recourse debt130,000Â 21,396Â Repayments under financing leasesâ€”Â (165)7Table of ContentsPayment of deferred financing costs(2,108)(391)Proceeds from issuance of common stockâ€”Â 150Â Proceeds from exercise of stock optionsâ€”Â 700Â Share repurchasesâ€”Â (5,119)Buyout of redeemable non-controlling interestâ€”Â (55)Capital distributions to redeemable noncontrolling interests and noncontrolling interests(215)(381)Net cash used in continuing financing activities(18,086)(6,686)Net cash provided by discontinued financing activities81Â â€”Â Net cash used in financing activities(18,005)(6,686)Net change in cash and cash equivalents and restricted cash:(22,960)(47,411)Cash and cash equivalents and restricted cash, beginning of period172,941Â 240,144Â Cash and cash equivalents and restricted cash, end of period$149,981Â $192,733Â Supplemental disclosure of cash flow information:Cash paid for interest$22,021Â $24,105Â Supplemental disclosures of noncash investing and financing information:Right-of-use assets obtained in exchange for lease liability$â€”Â $933Â Settlement of operating lease liability$â€”Â $436Â Settlement of finance lease liability$â€”Â $43Â See notes to unaudited condensed consolidated financial statements.8Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 1. Organization and Description of BusinessDescription of BusinessSpruce Power Holding Corporation and its subsidiaries (â€œSpruce Powerâ€ or the â€œCompanyâ€) is a leading owner and operator of distributed solar energy assets across the United States (the â€œU.S.â€), offering subscription-based services to approximately 75,000 home solar assets and customer contracts, making renewable energy more accessible to everyone.The Company is engaged in the ownership and maintenance of home solar energy systems for homeowners in the U.S. The Company provides clean, solar energy typically at savings compared to traditional utility energy. The Companyâ€™s primary customers are homeowners and the Companyâ€™s core solar service offerings generate revenues primarily through (i) the sale of electricity generated by its home solar energy systems to homeowners pursuant to long-term agreements, which requires the Companyâ€™s subscribers to make recurring monthly payments, (ii) third party contracts to sell solar renewable energy credits (â€œSRECsâ€) generated by the solar energy systems for fixed prices and (iii) the servicing of those agreements for other institutional owners of home solar energy systems. In addition, the Company generates cash flows and earns interest income from an investment through a master lease agreement described below.The Company holds subsidiary fund companies, defined below as the Funds, that own and operate portfolios of home solar energy systems, which are subject to solar lease agreements (â€œSLAsâ€) and power purchase agreements (â€œPPAsâ€, together with the SLAs, â€œCustomer Agreementsâ€) with residential customers who benefit from the production of electricity generated by the solar energy systems. The solar energy systems may qualify for subsidies, renewable energy credits and other incentives as provided by various states and local agencies. These benefits have generally been retained by the Company's subsidiaries that own the systems, with the exception of the investment tax credit (â€œITCsâ€) under Section 48 of the Internal Revenue Code, as amended, which were generally passed through to the various financing partners of the solar energy systems. The Company also offers services which include asset management services and operating and maintenance services for home solar energy systems. Historically, the Company provided fleet electrification solutions for commercial vehicles in North America, offering its systems for vehicle electrification (the â€œDrivetrainâ€ operations) and through its energy efficiency and infrastructure solutions business, offering and installing charging stations to enable customers develop the charging infrastructure required for their electrified vehicles (the â€œXL Gridâ€ operations). The Company ceased the Drivetrain and XL Grid operations in late 2022, and both are presented as discontinued operations in the unaudited condensed consolidated financial statements (see Note 16. Discontinued Operations). Note 2. Summary of Significant Accounting PoliciesBasis of unaudited condensed consolidated financial statement presentationThe accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and Article 8 of Regulation S-X. The Company has condensed or omitted certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP pursuant to the applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial reporting. As such, these interim unaudited condensed consolidated financial statements should be read in conjunction with the Companyâ€™s 2023 annual audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2023. The Companyâ€™s interim unaudited condensed consolidated financial statements reflect all normal and recurring adjustments necessary, in its opinion, to state fairly the financial position and results of operations for the reported periods. Amounts reported for interim periods may not be indicative of a full year period due to the Companyâ€™s continual growth, seasonal fluctuations in solar energy generation, timing of maintenance and other expenditures, changes in interest expense and other factors.The Company's accompanying unaudited condensed consolidated financial statements include the accounts of its wholly owned subsidiaries and variable interest entities (â€œVIEsâ€), for which the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been 9Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedreclassified to conform to the Companyâ€™s current presentation and such reclassifications had no effect on the Companyâ€™s previously reported financial position, results of operations, or cash flows.On October 6, 2023, the Company effected a one-for-eight reverse stock split with respect to its issued and outstanding shares of common stock (the â€œReverse Stock Splitâ€). Excluding the par value and the number of authorized shares of the Companyâ€™s common stock, all share amounts, all per share amounts, and the values of the common stock outstanding and related effect on additional paid in capital included in this Form 10-Q have been retrospectively presented as if the Reverse Stock Split had been effective from the beginning of the earliest period presented.Use of estimatesThe preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet date, as well as reported amounts of income and expenses during the reporting period. The Companyâ€™s most significant estimates and judgments involve (i) deferred income taxes, (ii) warranty reserves, (iii) valuation of stock-based compensation, (iv) valuation of warrant liability, (v) the useful lives of certain assets and liabilities, (vi) the allowance for current expected credit losses and (vii) the valuation of business combinations, including the fair values and useful lives of acquired assets and assumed liabilities, goodwill and the fair value of purchase consideration of asset acquisitions. Management bases its estimates on historical experience and on various other assumptions believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to the Companyâ€™s financial statements.Variable interest entitiesThe Company consolidates any VIE of which it is the primary beneficiary. The Company formed or acquired VIEs which are partially funded by tax equity investors in order to facilitate the funding and monetization of certain attributes associated with solar energy systems. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. A variable interest holder is required to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when the Company is not considered the primary beneficiary. The Company evaluates its relationships with the VIEs on an ongoing basis to determine if it is the primary beneficiary. The Company's initial investments in Volta Solar Owner II, LLC and ORE F4 HoldCo, LLC (collectively, the â€œFundsâ€) were determined to be VIEs and remained as such as of SeptemberÂ 30, 2024. During the three months ended SeptemberÂ 30, 2023, the Company purchased all membership interests in Level Solar Fund IV and it ceased being a VIE as of SeptemberÂ 30, 2023.Cash and cash equivalentsThe Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents include cash held in banks, money market accounts, and U.S. Treasury securities. Cash equivalents are carried at cost, which approximates fair value due to their short-term nature. The Companyâ€™s cash and cash equivalents are placed with large financial institutions, and at times exceed federally insured limits. To date, the Company has not experienced any credit loss relating to its cash and cash equivalents.Concentration of credit and revenue risksFinancial instruments which potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents. At times, such cash may be in excess of the Federal Deposit Insurance Corporation limit. At SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had cash in excess of the $250,000 federally insured limit. The Company 10Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedbelieves that its credit risk is not significant on cash and cash equivalents as most of the balances are kept in treasury bills, which are government backed securities.For the three and nine months ended September 30, 2024 and 2023, the Company had no customers that represented at least 10% of the Companyâ€™s revenues. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had no customers that represented at least 10% of the Companyâ€™s accounts receivable balances.Restricted cashRestricted cash held at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 of $36.3 million and $31.6 million, respectively, primarily consists of cash that is subject to restriction due to provisions in the Company's financing agreements and the operating agreements of the Funds. The carrying amount reported in the unaudited condensed consolidated balance sheets for restricted cash approximates its fair value.The following table provides a reconciliation of the Companyâ€™s cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:As of(Amounts in thousands)September 30, 2024September 30, 2023Cash and cash equivalents$113,658Â $154,209Â Restricted cash36,323Â 38,524Â Total cash, cash equivalents and restricted cash$149,981Â $192,733Â Accounts receivable, netAccounts receivable primarily represent amounts due from the Companyâ€™s customers. Accounts receivable is recorded net of an allowance for expected credit losses, which is determined by the Companyâ€™s assessment of the collectability of customer accounts based on the best available data at the time of the assessment. Management reviews the allowance by considering factors such as historical experience, contractual term, aging category and current economic conditions that may affect customers. The following table presents the changes in the allowance for credit losses recorded against accounts receivable, net on the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Balance at the beginning of the period$1,693Â $12,164Â Impact of ASC 326 adoptionâ€”Â (1,285)Write-off of uncollectible accounts(1,881)(11,447)Provision recognized upon valuation of assets acquiredâ€”Â 420Â Provision for current expected credit losses1,128Â 1,841Â Balance at the end of the period$940Â $1,693Â Investment related to SEMTH master lease agreement and interest incomeThe Company accounts for its investment related to the SEMTH (as defined below) master lease agreement in accordance with Accounting Standards Codification (â€œASCâ€) 325-40, Investmentsâ€”Otherâ€”Beneficial Interests in Securitized Financial Assets. The Company recognizes accretable yield as interest income over the life of the related beneficial interest using the effective yield method, which is reflected within interest income in the unaudited condensed consolidated statements of operations in the amount of $4.8Â million and $12.3Â million for the three and nine months ended September 30, 2024, respectively. On a recurring basis, the Company evaluates changes in the cash flows expected to be collected from the cash flows previously projected, and when favorable or adverse changes are deemed other than temporary, the 11Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedCompany prospectively updates its expectation of cash flows to be collected and recalculates the amount of accretable yield for the related beneficial interest.Favorable or adverse changes deemed other than temporary are accounted for as a change in estimate in conformity with ASC 250, Accounting Changes and Error Corrections, with the amount of periodic accretion adjusted over the remaining life of the master lease agreement. During the three months period ended SeptemberÂ 30, 2024, the Company revised its estimated cash flows expected to be collected related to the SEMTH master lease agreement. As a result, the Company recognized additional accretable yield of $0.9Â million within interest income in the unaudited condensed consolidated statements of operations. The Company estimates approximately $3.0Â million of additional interest income per year over the life of the related beneficial interest.Impairment of long-lived assetsThe Company reviews long-lived assets, such as property and equipment and intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that an asset groupâ€™s carrying amount may not be recoverable. The Company groups assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluates the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset group is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value. There were no long-lived asset impairment charges for the three and nine months ended September 30, 2024 and 2023.Impairment of goodwillGoodwill represents the excess of cost over the fair market value of tangible and intangible assets acquired and liabilities assumed of acquired businesses. Goodwill is not amortized, however it is annually tested for impairment, or more frequently if events or circumstances indicate that the carrying amount of goodwill may be impaired. The Company has historically recorded goodwill in connection with its business acquisitions. The Company performs its annual goodwill impairment assessment on October 1 of each fiscal year, or more frequently if events or circumstances arise which indicate that goodwill may be impaired. An assessment can be performed by first completing a qualitative assessment of the Companyâ€™s single reporting unit. The Company can also bypass the qualitative assessment in any period and proceed directly to the quantitative impairment test, and then resume the qualitative assessment in any subsequent period. Qualitative indicators that may trigger the need for annual or interim quantitative impairment testing include, among other things, deterioration in macroeconomic conditions, declining financial performance, deterioration in the operational environment, or an expectation of selling or disposing of a portion of the reporting unit. Additionally, a significant change in business climate, a loss of a significant customer, increased competition, a sustained decrease in share price, or a decrease in estimated fair value below book value may trigger the need for interim impairment testing of goodwill.If the Company believes that, as a result of its qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative impairment test is required. The quantitative test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recorded as a reduction to goodwill with a corresponding charge to earnings in the period the goodwill is determined to be impaired. The income tax effect associated with an impairment of tax-deductible goodwill is also considered in the measurement of the goodwill impairment. Any goodwill impairment is limited to the total amount of goodwill.The Company evaluates the fair value

of the Companyâ€™s reporting unit using the market and income approach. Under the market approach, the Company uses multiples of EBITDA or revenues of the comparable guideline public companies by selecting a population of public companies with similar operations and attributes. Using this guideline public company data, a range of multiples of enterprise value to EBITDA or revenue is calculated. The income approach of computing fair value is based on the present value of the expected future economic benefits generated by the asset or business, such as cash flows or profits which will then be compared to its book value. See Note 11. Goodwill for further information on the Companyâ€™s determination relating to impairment of goodwill.12Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedContingenciesWhen it is probable that a loss has occurred and the loss amount can be reasonably estimated, the Company records liabilities for loss contingencies. In certain cases, the Company may be covered by one or more corporate insurance policies, resulting in insurance loss recoveries. When such recoveries are in excess of a loss recognized in the Companyâ€™s financial statements, the Company recognizes a gain contingency at the earlier of when the gain has been realized or when it is realizable, however when the Company expects recovery of proceeds up to the amount of the loss recognized, a receivable, which offsets the related loss contingency, is recognized when realization of the claim for recovery is determined to be probable.Fair value measurementsThe fair value of the Companyâ€™s financial assets and liabilities reflects Managementâ€™s estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. For assets and liabilities measured at fair value on a recurring and nonrecurring basis, a three-level hierarchy of measurements based upon observable and unobservable inputs is used to arrive at fair value. Observable inputs are developed based on market data obtained from independent sources, while unobservable inputs reflect the Companyâ€™s assumptions about valuation based on the best information available in the circumstances. Depending on the inputs, the Company classifies each fair value measurement as follows:â€¢Level 1: Observable inputs that reflect unadjusted quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.â€¢Level 2: Observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.â€¢Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy must be determined based on the lowest level input that is significant to the fair value measurement. An assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability being measured.The Companyâ€™s financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, net, accounts payable, accrued expenses and other current liabilities, non-recourse debt, and interest rate swaps. The carrying value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses and other current liabilities approximates fair value due to the short-term nature of those instruments. See Note 10. Fair Value Measurements for additional information on assets and liabilities measured at fair value.RevenuesThe Companyâ€™s revenue is derived from its home solar energy portfolio and servicing platform, which primarily generates revenue through the sale to homeowners of power generated by the home solar energy systems and the rental of solar equipment by certain homeowners, pursuant to long-term agreements. Pursuant to Accounting Standard Codification 606 (â€œASC 606â€) defined below, the Company has elected the â€œright to invoiceâ€ practical expedient, and revenues for the performance obligations related to energy generation and servicing revenue are recognized as services are rendered based upon the underlying contractual arrangements. The following table presents the detail of the Companyâ€™s revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:13Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedThree Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)2024202320242023PPA revenues$11,458Â $11,370Â $31,297Â $30,731Â SLA revenues6,702Â 7,596Â 20,574Â 22,543Â Solar renewable energy credit revenues1,222Â 2,072Â 4,396Â 5,268Â Government incentives110Â 68Â 333Â 164Â Servicing revenues178Â 100Â 534Â 325Â Intangibles amortization, unfavorable solar renewable energy agreements746Â 974Â 2,239Â 2,393Â Other revenues962Â 1,070Â 2,508Â 2,734Â Total$21,378Â $23,250Â $61,881Â $64,158Â Energy generationCustomers purchase solar energy from the Company under PPAs or SLAs, both defined above. Revenue is recognized from contracts with customers as performance obligations are satisfied at a transaction price reflecting an amount of consideration based upon an estimated rate of return which is expressed as the solar rate per kilowatt hour or a flat rate per month as defined in the customer contracts. â€¢PPA revenues - Under ASC 606, Revenue from Contracts with Customers issued by the Financial Accounting Standards Board (â€œFASBâ€), PPA revenue is recognized when generated based upon the amount of electricity delivered as determined by remote monitoring equipment at solar rates specified under the PPAs. â€¢SLA revenues - The Company has SLAs, which do not meet the definition of a lease under ASC 842, Leases, and are accounted for as contracts with customers under ASC 606. Revenue is recognized on a straight-line basis over the contract term as the obligation to provide continuous access to the solar energy system is satisfied. The amount of revenue recognized may not equal customer cash payments due to the performance obligation being satisfied ahead of cash receipt or evenly as continuous access to the solar energy system has been provided. The differences between revenue recognition and cash payments received are reflected as deferred rent assets on the unaudited condensed consolidated balance sheets. Certain SLAs contain provisions to provide customers a performance guarantee that each solar energy system will achieve certain specified minimum solar energy production output. If the solar energy system does not produce the guaranteed production amount, the Company is obligated to pay a performance guarantee calculated as the product of (a) the shortfall production amount and (b) guaranteed rate per kWh as defined in the SLA.Solar renewable energy credit revenuesThe Company enters contracts with third parties to sell Solar Renewable Energy Credits ("SRECs") generated by the solar energy systems for fixed prices. Certain contracts that meet the definition of a derivative may be exempted as normal purchase or normal sales transactions ("NPNS"). NPNS are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period in the normal course of business. Certain SREC contracts meet these requirements and are designated as NPNS contracts. Such SRECs are exempted from the derivative accounting and reporting requirements, and the Company recognizes revenues in accordance with ASC 606. The Company recognizes revenue for SRECs based on pricing predetermined within the respective contracts at a point in time when the SRECs are transferred. As SRECs can be sold separate from the actual electricity generated by the renewable-based generation source, the Company accounts for the SRECs it generates from its solar energy systems as governmental incentives and do not consider those SRECs output of the underlying solar energy systems. The Company classifies these SRECs as inventory held until sold and delivered to third parties. As the Company did not incur costs to obtain these governmental incentives, the inventory carrying value for the SRECs was $0 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.14Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedDeferred revenueDeferred revenue consists of amounts for which the criteria for revenue recognition have not yet been met and includes prepayments received for unfulfilled performance obligations that will be recognized on a straight-line basis over the remaining term of the respective customer agreements. Deferred revenue, in the aggregate, as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 was $4.6Â million and $2.7Â million, respectively. The Company recognized revenues of $0.1Â million related to deferred revenue as of the start of the period during each of the three and nine months ended September 30, 2024 and 2023.Income taxesThe Company accounts for income taxes using the asset and liability method under which deferred tax liabilities and assets are recognized for the expected future tax consequences of temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities and net operating loss and tax credit carryforwards. Deferred income taxes are provided for the temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and net operating loss carry-forwards and credits. Deferred tax assets and liabilities are measured using enacted rates in effect for the year in which the differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized in the unaudited condensed consolidated statements of operations in the period in which the enactment rate changes. The ultimate recovery of deferred tax assets is dependent upon the amount and timing of future taxable income and other factors, such as the taxing jurisdiction in which the asset is to be recovered. Deferred tax assets are reduced through the establishment of a valuation allowance if, based on available evidence, it is more likely than not that the deferred tax assets will not be realized.Uncertain tax positions taken or expected to be taken in a tax return are accounted for using the more likely than not threshold for financial statement recognition and measurement. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. For the three and nine months ended September 30, 2024 and 2023, there were no uncertain tax positions taken or expected to be taken in the Companyâ€™s tax returns.In the normal course of business, the Company is subject to regular audits by U.S. federal and state and local tax authorities. With few exceptions, the Company is no longer subject to federal, state or local tax examinations by tax authorities in its major jurisdictions for tax years prior to 2021. However, net operating loss carryforwards remain subject to examination to the extent they are carried forward and impact a year that is open to examination by tax authorities.The Company did not recognize any tax related interest or penalties during the periods presented in the accompanying unaudited condensed consolidated financial statements, however, would record any such interest and penalties as a component of the provision for income taxes.There has historically been no federal or state provision for income taxes since the Company has historically incurred net operating losses and maintains a full valuation allowance against its net deferred tax assets. For the three and nine months ended September 30, 2024 and 2023, the Company recognized no provision for income taxes consistent with its losses incurred and the valuation allowance against its deferred tax assets. As a result, the Company's effective income tax rate was 0% for the three and nine months ended September 30, 2024 and 2023. Related partiesA party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, the board of directors, as well as members of their immediate families and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or that has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.15Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 2. Summary of Significant Accounting Policies, continuedSEC Climate Disclosure RuleIn March 2024, the SEC adopted final rules requiring public entities to disclose certain climate-related information in their registration statements and annual reports. The rules will be effective for non-accelerated filers and smaller reporting companies commencing with the fiscal year beginning on or after January 1, 2027. In April 2024, the SEC issued an administrative stay of the implementation of these rules, pending judicial review. The Company is evaluating the impact of the final rules on its unaudited condensed consolidated financial statements and related disclosures.Recent Accounting PronouncementsIn December 2023, the FASB issued Accounting Standards Update (â€œASUâ€) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, (â€œASU 2023-09â€), which requires enhancements regarding the transparency and decision usefulness of income tax disclosures. ASU 2023-09 is effective for the Company on December 31, 2025. The Company will adopt this ASU as of December 31, 2025 and will prospectively apply its requirements to income tax disclosures presented in the notes to the condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements.In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvement to Reportable Segment Disclosures, (â€œASU 2023-07â€), which requires enhanced disclosures for reportable segments, primarily in relation to significant segment expenses, even in the event an entity has a single reportable segment in accordance with Topic 280. ASU 2023-07 is effective for the Company on December 31, 2024. The Company will adopt this ASU as of December 31, 2024 and will retrospectively apply its requirements to all prior periods based on the significant segment expense categories identified and disclosed in its condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements.Note 3. Business CombinationsLegacy Spruce PowerOn September 9, 2022 (the â€œAcquisition Dateâ€), the Company acquired Spruce Holding Company 1 LLC, Spruce Holding Company 2 LLC, Spruce Holding Company 3 LLC, and Spruce Manager LLC (collectively and together with their subsidiaries, â€œLegacy Spruce Powerâ€) for $32.6Â million, which consisted of cash payments of $61.8Â million less cash and restricted cash acquired of $29.2Â million. Management evaluated which entity should be considered the accounting acquirer in the transaction by giving consideration to the form of consideration transferred, the composition of the equity holders, the composition of voting rights of the Board of Directors, continuity of management structure, and size of the respective organizations. Based on the evaluation of the applicable factors, management noted that all factors, with the exception of the relative size of organization, were indicators that the Company was the acquiring entity resulting in managementâ€™s conclusion that for accounting purposes, the Company acquired Legacy Spruce Power.The acquisition was accounted for as a business combination. The Company allocated the Legacy Spruce Power purchase price to tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of the Acquisition Date. The excess of the purchase price over those fair values was recorded as goodwill. The Companyâ€™s evaluations of the facts and circumstances available as of the Acquisition Date, to assign fair values to assets acquired and liabilities assumed, remained ongoing subsequent to the Acquisition Date. As the Company completed further analysis of assets including solar systems, intangible assets, as well as noncontrolling interests and non-recourse debt, additional information on the assets acquired and liabilities assumed became available. Changes in information related to the value of net assets acquired changed the amount of the purchase price initially assigned to goodwill, and as a result, the fair values set forth below were subject to adjustments as additional information was obtained and valuations completed. These provisional adjustments were recognized during the reporting period in which the adjustments were determined. The Company has finalized its purchase price allocation as of September 8, 2023.Accounting for business combinations requires management to make significant estimates and assumptions, especially at the Acquisition Date, including the Companyâ€™s estimates of the fair value of solar systems, production based incentives, 16Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 3. Business Combinations, continuedsolar renewable energy agreements, non-controlling interest, trade name and non-recourse debt, where applicable. The Company believes the assumptions and estimates are based on information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing solar systems under the income approach include future expected cash flows and discount rate. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.The following table summarizes the purchase price allocation of the fair value of assets acquired and liabilities assumed in the acquisition of Legacy Spruce Power, as adjusted, during the measurement period:(Amounts in thousands)Initial Purchase Price AllocationMeasurement Period AdjustmentsUpdated Purchase Price AllocationTotal purchase consideration:Cash, net of cash acquired, and restricted cash$32,585Â $â€”Â $32,585Â Allocation of consideration to assets acquired and liabilities assumed:Accounts receivable, net10,995Â â€”Â 10,995Â Prepaid expenses and other current assets6,768Â (2,405)4,363Â Solar energy systems406,298Â 89,268Â 495,566Â Other property and equipment337Â â€”Â 337Â Intangible assetsâ€”Â 11,980Â 11,980Â Interest rate swap assets26,698Â â€”Â 26,698Â Right-of-use asset3,279Â (328)2,951Â Other assets358Â (102)256Â Goodwill158,636Â (129,879)28,757Â Accounts payable(2,620)(22)(2,642)Unfavorable solar renewable energy agreementsâ€”Â (10,500)(10,500)Accrued expenses(13,061)(241)(13,302)Lease liability(3,382)42Â (3,340)Long-term debt(510,002)2,772Â (507,230)Other liabilities(335)292Â (43)Redeemable noncontrolling interests and noncontrolling interests(51,384)39,123Â (12,261)Total assets acquired and liabilities assumed$32,585Â $â€”Â $32,585Â As reflected in the preceding table, as a result of third party valuation reports received in the first quarter of 2023, the Company adjusted solar energy systems and intangible assets with corresponding changes to goodwill. In the first quarter of 2023, due to a change in the provisional amounts assigned to intangible assets and solar energy systems, the Company recognized $0.4 million of revenue, $1.9 million of depreciation expense and $0.4 million of trade name amortization, of which $0.5 million of revenue, $0.9 million of depreciation expense and $0.3 million of trade name amortization related to the previous year.During the first quarter of 2023, the Company adjusted the fair value of its noncontrolling interest and its redeemable noncontrolling interest in the Company's financials, which resulted in related downward revision of $5.5 million and upward revision of $0.2 million, respectively. Additional paid in capital was also downward revised by $1.8 million, which included the fair value adjustment associated with the

purchase of 100% of the membership interests in Ampere Solar Owner IV, LLC, ORE F5A HoldCo, LLC, ORE F6 HoldCo, LLC, RPV Fund 11 LLC and RPV Fund 13 LLC, Sunserve Residential Solar I, LLC's and Level Solar Fund III, LLC in 2022.17Table of ContentsSpruce Power Holding Corporation Notes to Unaudited Condensed Consolidated Financial StatementsNote 3. Business Combinations, continuedThe gross intangibles acquired are amortized over their respective estimated useful lives as follows:(Amounts in thousands)AssetLiabilityEstimated Life (in years)Solar renewable energy agreements$340Â $10,500Â 3 to 6Performance based incentives agreements3,240Â â€”Â 13Trade name8,400Â â€”Â 30Total intangibles acquired$11,980Â $10,500Â The weighted-average useful life of the intangibles identified above is approximately 16 years, which approximates the period over which the Company expects to gain the estimated economic benefits.Goodwill represents the excess of the purchase consideration over the estimated fair value of the net assets acquired. Goodwill is primarily attributable to the Company's ability to leverage and use its existing capital and access to capital markets along with Legacy Spruce Power's established operations and mergers and acquisition capabilities to grow the Spruce Power business.Note 4. Acquisitions SEMTH Master Lease AgreementIn furtherance of its growth strategy, on March 23, 2023, the Company completed the acquisition of all the issued and outstanding interests in SS Holdings 2017, LLC and its subsidiaries (â€œSEMTHâ€) from certain funds, pursuant to a membership interest purchase and sale agreement dated March 23, 2023 (the â€œSEMTH Acquisitionâ€). SEMTHâ€™s assets include 20-year use rights to customer payment streams of approximately 22,500 home SLAs and PPAs (the â€œSEMTH Master Leaseâ€). The Company acquired SEMTH for approximately $23.0Â million of cash, net of cash received, and assumed $125.0Â million of outstanding senior indebtedness under the SP4 Facility (See Note 8. Non-Recourse Debt) and interest rate swaps with Deutsche Bank AG, New York Bank held by SEMTH and its subsidiaries at the close of the acquisition.The purchase of SEMTH's future revenue has been accounted for as an acquisition of financial assets. Under the acquisition method, the purchase price was allocated to the assets acquired and liabilities assumed based on their relative fair value. All fair value measurements of assets acquired and liabilities assumed were based on significant estimates and assumptions, including Level 3 (unobservable) inputs, which require judgment. Estimates and assumptions include the projected timing and amount of future cash flows, discount rates reflecting risk inherent in future cash flows and future utility prices.For the purposes of establishing the fair value of the Company's investment in the SEMTH Master Lease, its analysis considered cash flows beginning in March 2023 (the effective date of the transaction). The Company estimated the fair value of its investment in the SEMTH Master Lease to be approximately $146.9Â million on the transaction date.Tredegar AcquisitionOn August 18, 2023, the Company acquired approximately 2,400 home solar assets and contracts from a publicly traded, regulated utility company for $20.9Â million (the â€œTredegar Acquisitionâ€). The home solar assets acquired had an average remaining contract life of approximately 11 years. The Tredegar Acquisition was funded by term loans from the concurrent amendment of the Companyâ€™s existing debt facility as of the acquisition date. The Tredegar Acquisition has been accounted for as an acquisition of assets, wherein the total consideration paid was allocated to the assets acquired and liabilities assumed based on their relative fair value. The Companyâ€™s determination of the fair value of assets acquired and liabilities assumed was based on an independent third-party valuation, which involved significant estimates and assumptions, including Level 3 (unobservable) inputs, using the income method approach to value long-lived assets. The Company estimated the fair value of the Tredegar Acquisition to be approximately $21.2Â million, inclusive of transaction costs of $0.3Â million, of which $19.6Â million was allocated to the solar energy systems.18Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 5. Property and Equipment, NetProperty and equipment, net consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023: As of(Amounts in thousands)September 30, 2024December 31, 2023Solar energy systems$510,947Â $513,526Â Less: Accumulated depreciation(46,732)(29,594)Solar energy systems, net$464,215Â $483,932Â Equipment$â€”Â $157Â Furniture and fixtures430Â 461Â Computers and related equipment272Â 218Â Softwareâ€”Â 8Â Leasehold improvements30Â 59Â Gross other property and equipment732Â 903Â Less: Accumulated depreciation(252)(429)Other property and equipment, net$480Â $474Â Property and equipment, net$464,695Â $484,406Â Depreciation expense related to solar energy systems is included within cost of revenues in the unaudited condensed statements of operations, and for the three and nine months ended September 30, 2024 was $5.7 million and $17.1 million, respectively, and for the three and nine months ended September 30, 2023 was $6.3 million and $17.9 million, respectively. Depreciation expense related to other property and equipment is included within selling, general and administrative expenses in the unaudited condensed statements of operations, and for the three and nine months ended September 30, 2024 was $0.1 million and $0.2 million, respectively, and for each of three and nine months ended September 30, 2023 was $0.1 million.Note 6. Intangible Assets, NetThe following table presents the detail of intangible assets, net as recorded in the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Intangible assets:Solar renewable energy agreements$340Â $340Â Performance based incentives agreements3,240Â 3,240Â Trade name8,400Â 8,400Â Gross intangible assets11,980Â 11,980Â Less: Accumulated amortization(2,713)(1,784)Intangible assets, net$9,267Â $10,196Â Amortization of intangible assets for the three and nine months ended September 30, 2024 was $0.3 million and $0.9 million, respectively. For the three months ended SeptemberÂ 30, 2024, $0.1 million and $0.2 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of 19Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial Statementsoperations, respectively, and for the nine months ended SeptemberÂ 30, 2024, $0.3 million and $0.6 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively. Amortization of intangible assets for the three and nine months ended September 30, 2023 was $0.3 million and $0.9 million, respectively. For the three months ended SeptemberÂ 30, 2023, $0.1 million and $0.2 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively, and for the nine months ended SeptemberÂ 30, 2023, $0.3 million and $0.5 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively. As of SeptemberÂ 30, 2024, expected amortization of intangible assets for each of the five succeeding fiscal years and thereafter is as follows:As of September 30,(Amounts in thousands)2024Remainder of 2024$310Â 20251,126Â 20261,122Â 2027978Â 2028878Â Thereafter4,853Â Â Â Â Â Total$9,267Â Note 7. Accrued Expenses and Other Current LiabilitiesAccrued expenses and other current liabilities consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)September 30, 2024December 31, 2023Accrued interest$11,545Â $8,587Â Accrued professional fees2,249Â 2,386Â Accrued contingencies (See Note 14. Commitments and Contingencies)8,030Â 21,300Â Accrued compensation and related benefits4,764Â 3,237Â Accrued expenses, other1,030Â 2,293Â Accrued operating and maintenance expenses2,102Â 2,079Â Accrued taxes, stock-based compensation1,132Â 752Â Current portion of interest rate swap liability40Â â€”Â Accrued expenses and other current liabilities$30,892Â $40,634Â 20Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 8. Non-Recourse DebtThe following table provides a summary of the Companyâ€™s non-recourse debt as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)DueSeptember 30, 2024December 31, 2023SVB Credit Agreement, SP1 Facility (1)April 2026$202,753Â $214,803Â Second SVB Credit Agreement, SP2 Facility (1)May 202780,233Â 85,231Â KeyBank Credit Agreement, SP3 Facility (1)November 202755,260Â 58,962Â Second KeyBank Credit Agreement (1)April 2030162,712Â 162,725Â Deutsche Bank Credit Agreement, SP4 Facility August 2025â€”Â 125,000Â Barings GPSF Credit Agreement, SET FacilityApril 2042130,000Â â€”Â Less: Unamortized fair value adjustment (1)(23,348)(27,600)Less: Unamortized deferred financing costs (1)(2,254)(341)Total Non-recourse debt605,356Â 618,780Â Less: Non-recourse debt, current(28,351)(27,914)Non-recourse debt, non-current$577,005Â $590,866Â (1) In connection with the acquisition of Legacy Spruce Power effective September 9, 2022, the Company assumed all non-recourse debt instruments valued at approximately $507.2 million as of that date. In connection with accounting for the business combination, the Company adjusted the carrying value of this non-recourse debt to its fair value as of the Acquisition Date. This fair value adjustment resulted in a reduction of the carrying value of the debt by $35.2 million. This adjustment to fair value and associated adjustment to unamortized deferred financing costs is being amortized to interest expense over the life of the related debt instruments using the effective interest method. Amortization expense for the fair value adjustment and deferred financing costs for the three and nine months ended September 30, 2024 were $1.5 million and $4.4 million, respectively, and for the three and nine months ended September 30, 2023 were $1.5 million and $4.4 million, respectively. On June 26, 2024, Spruce SET Borrower 2024, LLC (the â€œBorrowerâ€), a wholly owned subsidiary of the Company, entered into a non-recourse Credit Agreement with Barings GPSF LLC, which provided a fixed interest term loan in the aggregate principal amount of $130.0 million (the â€œSET Facilityâ€). The proceeds of the SET Facility were primarily used to repay the SP4 Facility of $125.0 million. The repayment of the SP4 Facility was treated as a debt extinguishment under ASC 470-50, Debtâ”Modifications and Extinguishments. In connection with the repayment of the SP4 Facility, the Company settled the related interest rate swap contracts (see Note 9. Interest Rate Swaps for further discussion). The Borrower incurred approximately $2.1 million of deferred financing costs related to the SET Facility, which are being amortized on a straight-line basis over the anticipated debt servicing period. The SET Facility matures on AprilÂ 17, 2042 and requires quarterly interest payments at 6.889% per annum beginning August 2024. Effective DecemberÂ 26, 2027, the SET Facility requires additional interest to be accrued on any outstanding aggregate principal or unpaid accrued interest. The SET Facility is collateralized by all of the assets and property of the Borrower. The SET Facility requires the Borrower to be in compliance with various covenants, and the Borrower was in compliance with the required covenants under the SET Facility as of SeptemberÂ 30, 2024.Note 9. Interest Rate SwapsThe purpose of the Companyâ€™s interest rate swaps is to convert the floating interest rate on the Company's Credit Agreements to a fixed rate. As of SeptemberÂ 30, 2024, the notional amount of the interest rate swaps covers approximately 99% of the balance of the Companyâ€™s floating rate term loans.During the three and nine months ended September 30, 2024, the change in the fair value of the interest rate swaps was $(11.3) million and $(8.2) million, respectively, and for the three and nine months ended September 30, 2023 was $8.1 million and $11.8 million, respectively, which are reflected in change in fair value of interest rate swaps within the unaudited condensed consolidated statements of operations. The Company also recognized $3.0 million and $13.8 million 21Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 9. Interest Rate Swaps, continueof realized gains for the three and nine months ended September 30, 2024, and for the three and nine months ended September 30, 2023, realized gains of $3.8 million and $9.7 million, respectively, reflected within interest expense, net within the unaudited condensed consolidated statements of operations. In June 2024, interest rate swaps related to the SP4 Facility were settled concurrently with the full repayment of the SP4 Facility (see Note 8. Non-Recourse Debt), and as a result, the Company recorded a gain of approximately $3.6 million within interest expense, net during the nine months ended SeptemberÂ 30, 2024. See Note 10. Fair Value Measurements for further information on the Companyâ€™s determination of the fair value of its interest rate swaps. Note 10. Fair Value MeasurementsThe Company uses various assumptions and methods in estimating the fair values of its financial instruments.The Companyâ€™s private warrants are valued using a Black-Scholes model, pursuant to the inputs provided in the table below:InputSeptember 30, 2024December 31, 2023Risk-free rate3.9Â %4.2Â %Remaining term in years1.231.98Expected volatility59.7Â %82.0Â %Exercise price$92.00Â $92.00Â Fair value of common stock$2.84Â $4.42Â The Company's interest rate swaps are not traded on a market exchange and the fair values are determined using a valuation model based on a discounted cash flow analysis. This analysis reflects the contractual terms of the interest rate swap agreements and uses observable market-based inputs, including estimated future SOFR interest rates. The fair value of the Company's interest rate swap is the net difference in the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on the expectation of future interest rates and are observable inputs available to a market participant. The interest rate swap valuation is classified in Level 2 of the fair value hierarchy. The fair value of the Companyâ€™s non-recourse debt as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 was $626.1 million and $628.2 million, respectively. The following table sets forth the Companyâ€™s assets and liabilities which are measured at fair value on a recurring basis by level within the fair value hierarchy:Fair Value Measurements as of September 30, 2024(Amounts in thousands)Level ILevel IILevel IIITotalAsset:Interest rate swaps$â€”Â $19,535Â $â€”Â $19,535Â Money market accounts106,790Â â€”Â â€”Â 106,790Â Total$106,790Â $19,535Â $â€”Â $126,325Â Liabilities:Interest rate swaps$â€”Â $647Â $â€”Â $647Â Total$â€”Â $647Â $â€”Â $647Â 22Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 10. Fair Value Measurements, continuedFair Value Measurements as of December 31, 2023(Amounts in thousands)Level ILevel IILevel IIITotalAsset:Interest rate swaps$â€”Â $27,883Â $â€”Â $27,883Â Money market accounts21,475Â â€”Â â€”Â 21,475Â U.S. Treasury securities108,964Â â€”Â â€”Â 108,964Â Total$130,439Â $27,883Â $â€”Â $158,322Â Liabilities:Private warrants$â€”Â $â€”Â $17Â $17Â Total$â€”Â $â€”Â $17Â $17Â The following is a roll forward of the Companyâ€™s Level 3 liability instruments:Three Months Ended September 30, 2024Nine Months EndedSeptember 30, 2024(Amounts in thousands)Balance at the beginning of the period$2Â $17Â Fair value adjustments â€” warrant liability(2)(17)Balance at the end of the period$â€”Â $â€”Â Note 11. Goodwill During the three months ended SeptemberÂ 30, 2024, the Company identified that there were indicators that the carrying amount of its goodwill may be impaired due to a continuous decline in the Companyâ€™s stock price and market capitalization. The Company performed a quantitative test using a market approach, which resulted in an impairment of goodwill during the three months ended SeptemberÂ 30, 2024. As a result, the Company recorded a charge of $28.8 million to fully impair its goodwill within the unaudited condensed consolidated statements of operations.As ofSeptember 30, 2024December 31, 2023(Amounts in thousands)Goodwill, beginning balance$28,757Â $28,757Â Impairment of goodwill(28,757)â€”Â Goodwill, ending balance$â€”Â $28,757Â Note 12. Stock-Based Compensation ExpenseStock-based compensation expense related to stock options and restricted stock units for the three and nine months ended September 30, 2024 was $0.7 million and $2.1 million, and for the three and nine months ended September 30, 2023 was $0.9 million and $2.4 million, respectively. As of SeptemberÂ 30, 2024, there was $8.2 million of unrecognized compensation cost related to stock options and restricted stock units which is expected to be recognized over the remaining vesting periods, with a weighted-average period of 2.7 years.Stock OptionsThe Company grants stock options to certain employees that will vest over a period of one to four years. A summary of stock option award activity for the nine months ended SeptemberÂ 30, 2024 was as follows:23Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 12. Stock-Based Compensation Expense, continuedOptionsShares Weighted AverageExercise PriceWeighted Average Remaining Contractual TermOutstanding at December 31, 2023193,156Â $17.89Â 5.8Granted295,229Â 3.74Â Exercisedâ€”Â â€”Â Cancelled or forfeitedâ€”Â â€”Â Outstanding at September 30, 2024488,385Â $9.34Â 7.8Exercisable at September 30, 2024192,523Â $17.76Â 5.0The aggregate intrinsic value of stock options outstanding as of SeptemberÂ 30, 2024 was $0.1 million. During the nine months ended SeptemberÂ 30, 2024, the Company granted 295,229 stock options to its President and Chief Executive Officer (â€œCEOâ€) upon his appointment to such positions effective April 12, 2024. A summary of stock option award activity for the nine months ended SeptemberÂ 30, 2023 was as follows:OptionsShares Weighted AverageExercise PriceWeighted Average Remaining Contractual TermOutstanding at December 31, 2022761,408Â $11.12Â 2.7Grantedâ€”Â â€”Â Exercised(331,091)1.95Â Cancelled or forfeited(78,797)51.48Â Outstanding at September 30, 2023351,520Â $10.69Â 3.4Exercisable at September 30, 2023349,529Â $10.38Â 3.4Restricted Stock UnitsThe Company grants restricted stock units to certain employees that will generally vest over a period of four years. The fair value of restricted stock unit awards is estimated by the fair value of the Companyâ€™s common stock at the date of grant. Restricted stock units activity during the nine months ended SeptemberÂ 30, 2024 was as follows:Number ofSharesWeighted Average Grant Date Fair Value Per ShareNon-vested, at December 31, 20231,102,095Â $7.74Â Granted1,925,157Â 3.50Â Vested(305,192)6.63Â Cancelled or forfeited(635,299)5.22Â Non-vested, at September 30, 20242,086,761Â $4.77Â During the nine months ended SeptemberÂ 30, 2024, the Company granted restricted stock unit awards of 88,636 shares of common stock to the CEO upon his appointment effective AprilÂ 12, 2024. In addition, upon the separation of the prior President and Chief Executive Officer (â€œFormer CEOâ€) from the Company effective AprilÂ 12, 2024, 97,994 and 244,267 restricted stock units awarded to the Former CEO were vested and forfeited, respectively. The Company recorded $0.5 million of expense related to the 97,994 vested awards during the nine months ended SeptemberÂ 30, 2024.Restricted stock units activity during the nine months ended SeptemberÂ 30, 2023 was as follows:24Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 12. Stock-Based Compensation Expense, continuedNumber ofSharesWeighted Average Grant Date Fair Value Per ShareNon-vested, at December 31, 20221,229,089Â $10.40Â Granted653,425Â 6.50Â Vested(521,313)12.63Â Cancelled or forfeited(266,162)10.32Â Non-vested, at September 30, 20231,095,039Â $7.88Â Former CEO's Ladder Restricted Stock Unit AwardOn September 9, 2022, in connection with the acquisition of Legacy Spruce Power and his appointment as the Company's President, the Company granted to its Former CEO, a restricted stock unit award (the â€œLadder RSUsâ€) of 208,333 shares of common stock. The Ladder RSUs vest in 10% increments on the dates the Plan administrator certifies the applicable milestone stock prices have been achieved or exceeded, provided that the Former CEO remains employed on the date of certification and such achievement occurs within ten years of the date of the grant.The Company used a Monte Carlo simulation valuation model to determine the fair value of the award as of the Acquisition Date. The following inputs were used in

the simulation: grant date stock price of $9.36 per share, annual volatility of 85.0%, risk-free interest rate of 3.3% and dividend yield of 0.0%. For each tranche, a fair value was calculated as well as a derived service period which represents the median number of years it is expected to take for the Ladder RSUs to meet their corresponding milestone stock price excluding the simulation paths that result in the Ladder RSUs not vesting within the 10-year term of the agreement. Each tranche's fair value will be amortized ratably over the respective derived service period.The Company recognized expense related to the Ladder RSUs of approximately $0.1 million and $0.3 million for the three and nine months ended September 30, 2023, respectively. Upon separation of the Former CEO from the Company effective AprilÂ 12, 2024, the Ladder RSUs were terminated and the Company recorded a gain of $0.7 million during the nine months ended SeptemberÂ 30, 2024.Note 13. Noncontrolling InterestsThe following table summarizes the Companyâ€™s noncontrolling interests as of SeptemberÂ 30, 2024:Tax Equity EntityDate Class A Member AdmittedORE F4 Holdco, LLCAugust 2014Volta Solar Owner II, LLCAugust 2017The tax equity entities were structured at inception so that the allocations of income and loss for tax purposes will flip at a future date. The terms of the tax equity entities' operating agreements contain allocations of taxable income (loss), Section 48(a) ITCs and cash distributions that vary over time and adjust between the members on an agreed date (referred to as the flip date). The operating agreements specify either a certain flip date or an internal rate of return ("IRR") flip date. The certain flip date is based on the passage of a fixed period of time as defined in the operating agreements for each entity. The IRR flip date is the date on which the tax equity investor has achieved a contractual rate of return. From inception through the flip date, the Class A members' allocation of taxable income (loss) and Section 48(a) ITCs is generally 99% and the Class B members' allocation of taxable income (loss) and Section 48(a) ITCs is generally 1%. After the related flip date (or, if the tax equity investor has a deficit capital account, typically after such deficit has been eliminated), the Class A members' allocation of taxable income (loss) will typically decrease to 5% (or, in some cases, a higher percentage if required by the tax equity investor) and the Class B members' allocation of taxable income (loss) will increase by an inverse amount.25Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 13. Noncontrolling Interests, continuedThe historical redeemable noncontrolling interests and noncontrolling interests are comprised of Class A units, which represent the tax equity investors' interest in the tax equity entities. Both the Class A members and Class B members may have call options to allow either member to redeem the other member's interest in the tax equity entities upon the occurrence of certain contingent events, such as bankruptcy, dissolution/liquidation and forced divestitures of the tax equity entities. Additionally, the Class B members may have the option to purchase all Class A units, which is typically exercisable at any time during the periods specified under their respective governing documents, and, in regards to the tax equity entities historically classified as redeemable noncontrolling interests, they had the contingent obligation to purchase all Class A units if the Class A members exercise their right to withdraw, which is typically exercisable at any time during the three-month period commencing upon the applicable flip date. The Company had no redeemable noncontrolling interests as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.Total assets on the unaudited condensed consolidated balance sheets includes $37.0 million as of SeptemberÂ 30, 2024 and $38.0 million as of DecemberÂ 31, 2023 of assets held by the Company's VIEs, which can only be used to settle obligations of the VIEs.Total liabilities on the unaudited condensed consolidated balance sheets includes $0.8 million as of SeptemberÂ 30, 2024 and $0.8 million as of DecemberÂ 31, 2023 of liabilities that are the obligations of the Company's VIEs.Note 14. Commitments and ContingenciesLegal ProceedingsThe Company is periodically involved in legal proceedings and claims arising in the normal course of business, including proceedings relating to intellectual property, employment and other matters. Management believes the outcome of these proceedings will not have a significant adverse effect on the Companyâ€™s financial position, operating results, or cash flow.Securities Class Action ProceedingsOn March 8, 2021, two putative securities class action complaints were filed against the Company, and certain of its current and former officers and directors in the federal district court for the Southern District of New York. Those cases were ultimately consolidated under C.A. No. 1:21-cv-2002, and a lead plaintiff was appointed in June 2021. On July 20, 2021, an amended complaint was filed alleging that certain public statements made by the defendants between October 2, 2020, and March 2, 2021, violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. Following negotiations with a mediator, in September 2023, the Company and the plaintiffs agreed on a settlement in principle in the aggregate amount of $19.5Â million (the â€œSettlement Amountâ€), and on December 6, 2023, the lead plaintiff and the defendants entered into a stipulation and agreement of settlement requiring the Company to pay the Settlement Amount to resolve the class action litigation and the related legal fees and administration costs. On April 30, 2024, the New York Court approved a final settlement of the Class Action Litigation. The Settlement Amount was offset by approximately $4.5Â million of related loss recoveries from the Companyâ€™s directors and officers liability insurance policy with third parties, which was paid out in February 2024. The Company paid the $15.0Â million net settlement amount to the settlement claims administrator in February 2024.On September 20, 2021, and October 19, 2021, two class action complaints were filed in the Delaware Court of Chancery against certain of the Companyâ€™s current officers and directors, and the Companyâ€™s sponsor of its special purpose acquisition company merger, Pivotal Investment Holdings II LLC. These actions were consolidated as in re XL Fleet Corp. (Pivotal) Stockholder Litigation, C.A. No. 2021-0808, and an amended complaint was filed on January 31, 2022. Defendants filed a motion to dismiss the amended complaint on May 13, 2022, and on July 11, 2022, plaintiffs filed a second amended complaint. The second amended complaint alleges various breaches of fiduciary duty against the Company and/or its officers, several allegedly misleading statements made in connection with the merger, and aiding and abetting breaches of fiduciary duty in connection with the negotiation and approval of the December 21, 2020 merger and organization of XL Hybrids, Inc., a Delaware corporation (â€œLegacy XLâ€) to become XL Fleet Corp. On August 19, 2022, defendants moved to dismiss the second amended complaint, which was granted in part and denied in part on June 9, 2023. The parties then engaged in discovery. On November 13, 2024, the Company filed a stipulation and settlement agreement 26Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 14. Commitments and Contingencies, continuedseeking court approval to settle this matter in full for $4.75Â million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).Shareholder Derivative ActionsOn June 23, 2022, the Company received a shareholder derivative complaint filed in the U.S. District Court for the District of Massachusetts, captioned Val Kay derivatively on behalf of nominal defendant XL Fleet Corp., against all current directors and former officers and directors, C.A. No. 1:22-cv-10977. The action was filed by a shareholder purportedly on XL Fleet Corp.â€™s behalf, and raises claims for contribution, as well as claims for breach of fiduciary duty, waste of corporate assets, unjust enrichment, and abuse of control. In March 2023, two shareholder derivative actions were filed in the U.S. District Court for the District of Delaware, namely Reali v. Griffin, et al., C.A. No. 1:23-cv-00289 and Tucci v. Ledecky, et al., C.A. 1:23-cv-00322. These actions were consolidated and captioned In re Spruce Power Holding Corporation Shareholder Derivative Litigation, C.A. No. 1:23-cv-00289. In August 2023, an additional derivative action was filed in the U.S. District Court for the Southern District of New York, captioned Boyce v. Ledecky, et al., C.A. No. 1:23-cv-8591 (collectively, the â€œDerivative Mattersâ€).On December 8, 2023, the parties reached a settlement-in-principle to settle, the Derivative Matters. The court granted preliminary approval of the settlement on May 1, 2024, and final approval in full on August 8, 2024. The settlement provides for certain corporate governance enhancements and no monetary payments. On August 14, 2024, the court awarded attorney fees of $1.0Â million, which were paid in September 2024.State Attorney Generals' Investigations The Company has been asked to provide information and documents in response to subpoenas and other requests for information from certain state attorney generalsâ€™ offices regarding, among other things, its sales and marketing protocols. The Company has been cooperating with these investigations and intends to continue to do so until they are resolved. At this time, the Company is unable to estimate potential losses, if any, related to these matters. Securities and Exchange Commission Civil Enforcement Action On January 6, 2022, the Company received a subpoena from the Division of Enforcement of the SEC requesting, among other things, information and documents concerning the XL Fleet Corp. business combination with Legacy XL, the Companyâ€™s sales pipeline and revenue projections, California Air Resources Board approvals, and other related matters. In June 2023, the SEC proposed an Offer of Settlement for the purpose of resolving the proposed SEC action against the Company. Following negotiations with the SEC staff, in September 2023, the Company reached a settlement with the SEC pursuant to which the Company did not admit or deny the SECâ€™s allegations regarding the above-referenced issues. In connection with the settlement, in October 2023, the Company (among other things) paid a civil monetary penalty of $11.0Â million which, subject to the discretion of the SEC, will be made available to eligible legacy shareholders through a Fair Fund, termed and administered by the SEC.US BankOn February 9, 2023, US Bank, through its affiliate, Firstar Development, LLC (â€œFirstarâ€), filed a motion for summary judgment in lieu of a complaint in New York Supreme Court (the trial level in New York) alleging that the Company failed to fulfill its reimbursement obligations under a 2019 tax recapture guaranty agreement between the parties arising from the alleged recapture by the Internal Revenue Service of tax credits taken by Firstar as an investor in the Companyâ€™s subsidiary, Ampere Solar Owner I, LLC. On May 23, 2023, the Company reached a settlement agreement with Firstar, as the plaintiff, for $2.3Â million whereby the plaintiff discharged all claims filed against the Company.BMZ USA, Inc. On February 11, 2022, BMZ USA Inc. (â€œBMZâ€), a battery manufacturer, sued XL Hybrids for breach of contract, alleging that XL Hybrids failed to timely purchase the full allotment of batteries required under a certain master supply agreement between the parties. In January 2024, BMZ obtained a judgment for $3.9Â million against XL Hybrids, Inc. The Company is appealing the ruling while simultaneously pursuing a settlement. The Company currently estimates the potential loss to be 27Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 14. Commitments and Contingencies, continuedapproximately $1.2Â million, which has been accrued for as of SeptemberÂ 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).ITC Recapture ProvisionsThe IRS may disallow and recapture some, or all, of the Investment Tax Credits due to improperly calculated basis after a project was placed in service ("Recapture Event"). If a Recapture Event occurs, Spruce Power is obligated to pay the applicable Class A Member a recapture adjustment, which includes the amounts the Class A Members are required to repay the IRS, including interest and penalties, as well as any third-party legal and accounting fees incurred by the Class A Members in connection to the Recapture Event, as specified in the operating agreements. Such a payment by Spruce Power to the Class A Members are not to be considered a capital contribution to the fund per the operating agreements, nor would it be considered a distribution to the Class A Members. With the exception of the tax matter related to Ampere Solar Owner I noted above, a Recapture Event was not deemed to be probable by the Company, therefore no accrual has been recorded as of SeptemberÂ 30, 2024.Plastic Omnium Plastic Omnium is the assignee of the contractual rights of Actia Corp. under a certain battery purchase order between XL Hybrids and Actia Corp. On March 17, 2023, Plastic Omnium sued Legacy XL and the Company for breach of contract, alleging that Legacy XL ordered a total of 1,000 batteries from Plastic Omnium, paid for 455 of those batteries, and then reneged on 545 of those products. While Plastic Omnium admits it never actually delivered the remaining 545 products, it claims it purchased materials to complete the order, and as a result, Legacy XL and the Company are liable for at least approximately $2.5Â million. The Company has reached a settlement in principle to settle the matter for $1.25Â million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).Parker-HannifinOn March 11, 2024, the Company filed a lawsuit against Parker-Hannifin for a declaratory judgment, captionedXL Hybrids, Inc. v. Parker-Hannifin Corporation, No. 1:24-cv-10894-WGY (D. Mass, removed from Mass. State Court No. 2484-CV-00661). The case related to a contract for the purchase of motors designed, produced and manufactured by Parker-Hannifin for XL Hybrids, Inc. which was executed in July 2019. On April 5, 2024, Parker-Hannafin filed counterclaims, alleging that XL Hybrids, Inc. and the Company were in breach of the contract. On November 1, 2024, the parties reached a settlement in principle to settle the matter for $0.5Â million, which is currently accrued for as of SeptemberÂ 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).Master SREC Purchase and Sale AgreementThe Company has forward sales agreements, which are related to a certain number of SRECs, to be generated from the Companyâ€™s solar energy systems located in Maryland, Massachusetts, Delaware, and New Jersey to be sold at fixed prices over varying terms of up to 20 years. In the event the Company does not deliver such SRECs to the counterparty, the Company could be forced to pay additional penalties and fees as stipulated within the contracts. Guarantees In connection with the acquisition of RPV Holdco 1, LLC, a wholly owned subsidiary of the Company, guaranty agreements were established in May 2020 by and between Spruce Holding Company 1, LLC, Spruce Holding Company 2, LLC, and Spruce Holding Company 3, LLC (â€œSpruce Guarantorsâ€) and the investor members in the Funds. The Spruce Guarantors entered into guarantees in favor of the tax equity investors wherein they guaranteed the payment and performance of Solar Service Experts, LLC, a wholly owned subsidiary of the Company, under the Spruce Power 2 Maintenance Services Agreement and the Class B Member under the Limited Liability Company Agreement (â€œLLCAâ€). 28Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 14. Commitments and Contingencies, continuedThese guaranties are subject to a maximum of the aggregate amount of capital contributions made by the Class A Member under the LLCA.Indemnities and GuaranteesDuring the normal course of business, the Company has made certain indemnities and guarantees under which it may be required to make payments in relation to certain transactions. The duration of the Companyâ€™s indemnities and guarantees varies, however the majority of these indemnities and guarantees are limited in duration. No liabilities have been recorded for these indemnities and guarantees as of SeptemberÂ 30, 2024.Insurance Claims and Recoveries related to Maui FiresIn August 2023, a series of wildfires broke out in Hawaii, predominantly on the island of Maui, resulting in real and personal property and natural resource damage, personal injuries and loss of life and widespread power outages. The Company received $0.2Â million related to the insurance recoveries during the three and nine months ended September 30, 2024. Note 15. Net Loss Per ShareThe following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands, except share data)20242023202420232023Numerator:Net loss attributable to stockholders$(53,529)$(19,313)$(64,561)$(35,643)Denominator:Weighted average shares outstanding, basic18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â Dilutive effect of stock options and restricted stock unitsâ€”Â â€”Â â€”Â â€”Â Weighted average shares outstanding, diluted18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â Net loss attributable to stockholders per share, basic and diluted(2.88)(1.11)(3.50)(1.97)For any periods presented with a net loss, potentially dilutive outstanding securities, which include stock options, restricted stock units, and warrants, have been excluded from the computation of diluted net loss per share as their effect would be anti-dilutive for those periods. As such, the weighted average number of common shares outstanding used to calculate both basic and diluted net loss per share are the same for those periods.Note 16. Discontinued OperationsIn the fourth quarter of 2022, the Company discontinued the operations of its Drivetrain and XL Grid operations. The following table provides supplemental detail of the Companyâ€™s discontinued operations contained within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:29Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 16. Discontinued Operations, continuedThree Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232023Net income (loss) from discontinued operations:Drivetrain(4)(204)$50Â $(4,253)Total$(4)(204)50Â $(4,253)XL GridThe following table presents financial results of XL Grid operations:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232023Revenues$â€”Â $â€”Â $â€”Â $149Â Operating expenses:Cost of revenuesâ€”Â â€”Â â€”Â 148Â Selling, general, and administrative expensesâ€”Â â€”Â â€”Â 743Â Gain on asset disposalâ€”Â â€”Â â€”Â (742)Total operating expensesâ€”Â â€”Â â€”Â 149Â Net loss from discontinued operations$â€”Â $â€”Â $â€”Â $â€”Â DrivetrainThe following table presents financial results of Drivetrain operations:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232023Revenues$16Â $9Â $53Â $29Â Operating expenses:Cost of revenues20Â 34Â 84Â 63Â Selling, general, and administrative expensesâ€”Â â€”Â â€”Â 742Â (Gain) loss on asset disposalâ€”Â 179Â (81)3,489Â Otherâ€”Â â€”Â â€”Â (12)Total operating expenses20Â 213Â 3Â 4,282Â Net income (loss) from discontinued operations(4)(204)$50Â $(4,253)30Table of ContentsSpruce Power Holding CorporationNotes to Unaudited Condensed Consolidated Financial StatementsNote 16. Discontinued Operations, continuedThe following table presents aggregate carrying amounts of assets and liabilities of discontinued operations contained within the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Assets from discontinued operations:Drivetrain$â€”Â $32Â Total assets from discontinued operations$â€”Â $32Â Liabilities from discontinued operations:Drivetrain$117Â $170Â Total liabilities from discontinued operations$117Â $170Â Note 17. Subsequent EventsManagement has reviewed events subsequent to SeptemberÂ 30, 2024 and prior to the filing of financial statements, and except as referenced within this Form 10-Q, the Company has determined there have been no other events that have occurred that would require adjustments or disclosures within the unaudited condensed consolidated financial statements.31Table of ContentsItem 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of OperationsThe following discussion and analysis provides information which our management believes is relevant to an assessment and understanding of our financial condition and results of operations. This discussion and analysis should be read together with our results of operations and financial condition and the unaudited condensed consolidated financial statements and related notes that are included elsewhere in this Quarterly Report on Form 10-Q and the audited financial statements and the notes thereto included in our

Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 filed with the U.S. Securities and Exchange Commission (the â€œSECâ€) on AprilÂ 9, 2024 (the â€œAnnual Reportâ€). In addition to historical financial information, this discussion and analysis contains forward-looking statements based upon current expectations that involve risks, uncertainties and assumptions. See the section entitled â€œCautionary Note Regarding Forward-Looking Statements.â€ Actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of various factors. The following information and any forward-looking statements should be considered in light of factors discussed elsewhere in this Quarterly Report on Form 10-Q and under â€œRisk Factorsâ€ in Item 1A of the Annual Report.Certain figures, such as interest rates and other percentages, included in this section have been rounded for ease of presentation. Percentage figures included in this section have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this section may vary slightly from those obtained by performing the same calculations using the figures in our unaudited condensed consolidated financial statements or in the associated text. Certain other amounts that appear in this section may similarly not sum due to rounding.As used in this discussion and analysis, references to â€œSPRU,â€ â€œthe Company,â€ â€œwe,â€ â€œusâ€ or â€œourâ€ refer only to Spruce Power Holding Corporation and its consolidated subsidiaries. Depending on the context, "Spruce Power" may refer to Legacy Spruce Power prior to its acquisition by the Company on September 9, 2022, or it may also refer to the operation of Legacy Spruce Power's business by the Company after such acquisition.OverviewSpruce Power is a leading owner and operator of distributed solar energy assets across the United States, owning cash flows from approximately 75,000 home solar assets and contracts across the United States and making renewable energy more accessible to everyone. We generate revenues primarily through the sale of electricity generated by our home solar energy systems to homeowners pursuant to long-term agreements that obligate our subscribers to make recurring monthly payments, and the servicing of those agreements for other institutional owners of home solar energy systems. In addition, we also earn interest income from the investment made under the master lease with SS Holdings 2017, LLC and its subsidiaries ("SEMTH").Corporate StrategyOur corporate strategy has three key elements: Leveraging the Spruce Power platform to become a leading provider of subscription-based solutions for distributed energy resourcesWe have more than a decade of experience owning and operating rooftop solar systems, as well as energy efficiency upgrades. We believe our proven platform for managing home solar can be extended to other categories of distributed energy resources, and by leveraging our platform, we intend to grow our revenues by providing subscription-based solutions for rooftop solar and energy storage and other future energy-related products to homeowners and businesses, including commercial and industrial (â€œC&Iâ€) solar developers. We are focused on delivering best-in-class customer service, with investment into process and platform improvement for on-site monitoring, customer billing and working with qualified partners for field services.Profitably growing return on assets by focusing on channels with the lowest customer acquisition cost We seek to grow our subscriber revenues by focusing on those channels that have lowest customer acquisition costs and the ability to increase return on assets, including acquiring existing systems from other companies or investment funds, selling additional services to existing subscribers, selling services to new customers online and partnering with selected independent installers to provide a subscription-based solution for their customers. During the three months ended 32Table of ContentsSeptember 30, 2024, we entered into a non-binding letter of intent to acquire a portfolio of approximately 10,000 home solar assets and contracts (the â€œPotential Acquisitionâ€), which if completed would bring ownership of total home solar assets and contracts to approximately 85,000. While management is pursuing the Potential Acquisition, there is no guarantee that we will complete the intended acquisition.Increasing shareholder value by delivering predictable revenues, profits and cash flowBy focusing on subscription-based solutions with long-term customer contracts, we seek to generate consistent revenues, profits and cash flow.Key Factors Affecting Operating ResultsWe are a leading owner and operator of distributed solar energy assets across the United States, offering subscription-based solutions to homeowners for rooftop solar energy storage and other energy-related products. Additionally, we provide servicing functions for our assets and customers, as well as for other institutional owners of home solar energy systems. Our operating results and ability to grow its business over time could be impacted by certain factors and trends that affect our industry, as well as elements of our strategy, such as:Development of Distributed Energy AssetsOur future growth depends significantly on our ability to acquire operating home solar energy systems â€œin-bulkâ€ from other companies. Industry data suggests there is a substantial existing base of operating home solar energy systems, providing us opportunities to pursue acquisitions. Over the long-term, the continued ability to pursue acquisitions is dependent on development of distributed energy assets, namely home solar energy systems, by third parties. This development may be impacted by numerous factors that influence homeowner demand for home solar energy systems including but not limited to macroeconomic dynamics, climate change impacts, and government policy and incentives. Availability of FinancingOur ability to raise capital from third parties at reasonable terms is a critical element in supporting ownership of our existing home solar energy assets as well as enabling our future growth. We have historically utilized non-recourse, project-level debt as a primary source of capital for acquisitions. Our ability to raise debt either as means to refinance existing indebtedness or for future acquisitions may be impacted by general macroeconomic conditions, the health of debt capital markets, the interest rate environment, and general concerns over its industry or specific concerns over its business. Results of OperationsThe results of operations related to our Drivetrain and XL Grid businesses, which were determined to be discontinued operations in the fourth quarter of 2022, are presented as net income (loss) from discontinued operations in our unaudited condensed consolidated statements of operations. As a result, the continuing operational results reflect the operations related to our corporate functions and the results of operations for Legacy Spruce Power since its acquisition on September 9, 2022. 33Table of ContentsComparison of the Three Months Ended September 30, 2024 and 2023Information with respect to our unaudited condensed consolidated statements of operations for the three months ended SeptemberÂ 30, 2024 and 2023 are presented below:Three Months Ended September 30,(In thousands, except per share and share amounts)20242023$Change%ChangeRevenues$21,378Â $23,250Â $(1,872)(8)%Operating expenses:Cost of revenues9,657Â 9,810Â (153)(2)Selling, general and administrative expenses13,521Â 12,391Â 1,130Â 9Â Litigation settlements, net7,205Â 26,339Â (19,134)(73)Gain on asset disposal(603)(773)170Â (22)Impairment of goodwill28,757Â â€“Â 28,757Â â€“Â Loss from operations(37,159)(24,517)(12,642)52Â Other (income) expense:Interest income(6,265)(8,255)1,990Â (24)Interest expense, net11,367Â 11,192Â 175Â 2Â Other (income) expense, net11,289Â (8,491)19,780Â (233)Net loss from continuing operations(53,550)(18,963)(34,587)182Â Net income (loss) from discontinued operations(4)(204)200Â (98)Net loss(53,554)(19,167)(34,387)179Â Less: Net income (loss) attributable to redeemable noncontrolling interests and noncontrolling interests(25)146Â (171)(117)Net loss attributable to stockholders$(53,529)$(19,313)$(34,216)177Â Net loss per common share:Basic and diluted(2.88)(1.11)$(1.77)159Â Revenues and Cost of RevenuesRevenues decreased by $1.9 million, or 8.1%, to $21.4 million in the three months ended SeptemberÂ 30, 2024 from $23.3 million for the three months ended SeptemberÂ 30, 2023. The decrease was primarily due to a decrease in SREC revenues and a decrease in SLA revenue primarily due to higher performance guarantee obligations recorded during the three months ended SeptemberÂ 30, 2024.Cost of revenues decreased by less than $0.2 million, or 1.6%, to $9.7 million in the three months ended SeptemberÂ 30, 2024 from $9.8 million for the three months ended SeptemberÂ 30, 2023. The decrease was primarily due to lower cost of operations and maintenance in the current period. Cost of revenues related to our Drivetrain and XL Grid operations are included in net income (loss) from discontinued operations.Selling, General and AdministrativeSelling, general and administrative expenses increased by $1.1 million, or 9.1%, to $13.5 million in the three months ended SeptemberÂ 30, 2024 from $12.4 million for the three months ended SeptemberÂ 30, 2023. The increase was primarily due to various factors including an increase in legal fees incurred in connection with our legal settlements and other ongoing legal proceedings (See Note 14. Commitments and Contingencies) and an increase in compensation expense for the three months ended SeptemberÂ 30, 2024 as compared to the prior period. Selling, general and administrative expenses for the three months ended SeptemberÂ 30, 2023 include the ongoing operations of our home solar business and corporate functions, as 34Table of Contentswell as certain remaining costs associated with our historic operations, including certain integration related costs. Selling, general and administrative expenses related to the Drivetrain and XL Grid operations are included in net income (loss) from discontinued operations.Litigation settlement, netLitigation settlement, net decreased by $19.1Â million, or 72.6%, to $7.2Â million in the three months ended SeptemberÂ 30, 2024 from $26.3Â million for the three months ended SeptemberÂ 30, 2023. The decrease is primarily attributed to $26.0Â million incurred during the three months ended SeptemberÂ 30, 2023, associated with settlements of the SEC inquiry and shareholder lawsuits, net of related insurance recoveries from third parties, partially offset by $7.2Â million in additional settlement costs associated with various settled and ongoing legal proceedings (See Note 14. Commitments and Contingencies) recorded during the three months ended SeptemberÂ 30, 2024.Impairment of GoodwillImpairment of goodwill of $28.8Â million was recognized during the three months ended SeptemberÂ 30, 2024 due to a continuous decline in our stock price and market capitalization. Interest IncomeInterest income decreased by $2.0 million, or 24.1%, to $6.3 million in the three months ended SeptemberÂ 30, 2024 from $8.3 million for the three months ended SeptemberÂ 30, 2023. The decrease is primarily due to additional interest income of $2.4 million associated with the SEMTH Master Lease recognized in the prior period, slightly offset by a $0.4 million decrease in interest income earned on investments in U.S. Treasury securities during the current period.Other (Income) Expense, netOther (income) expense, net was a $11.3 million expense for the three months ended SeptemberÂ 30, 2024, an increase of $19.8 million from an income of $8.5 million for the three months ended SeptemberÂ 30, 2023. The increase is primarily the result of change in fair value of our interest rate swap agreements. Comparison of the Nine Months Ended SeptemberÂ 30, 2024 and 2023Information with respect to our unaudited condensed consolidated statements of operations for the nine months ended SeptemberÂ 30, 2024 and 2023 are presented below:35Table of ContentsNine Months Ended September 30,(In thousands, except per share and share amounts)20242023$Change%ChangeRevenues$61,881Â $64,158Â $(2,277)(4)%Operating expenses:Cost of revenues28,500Â 26,257Â 2,243Â 9Â Selling, general and administrative expenses43,426Â 44,093Â (667)(2)Litigation settlements, net7,205Â 26,339Â (19,134)(73)Gain on asset disposal(2,055)(4,225)2,170Â (51)Impairment of goodwill28,757Â â€“Â 28,757Â â€“Â Loss from operations(43,952)(28,306)(15,646)55Â Other (income) expense:Interest income(16,908)(13,846)(3,062)22Â Interest expense, net29,900Â 30,815Â (915)(3)Other income, net7,683Â (13,121)20,804Â (159)Net loss from continuing operations(64,627)(32,154)(32,473)101Â Net income (loss) from discontinued operations50Â (4,253)4,303Â (101)Net loss(64,577)(36,407)(28,170)77Â %Less: Net income (loss) attributable to redeemable noncontrolling interests and noncontrolling interests(16)(764)748Â (98)Net loss attributable to stockholders$(64,561)$(35,643)$(28,918)81Â Net loss per common share:Basic and diluted(3.50)(1.97)$(1.53)78Â Revenues and Cost of RevenuesRevenues decreased by $2.3 million, or 3.5%, to $61.9 million in the nine months ended SeptemberÂ 30, 2024 from $64.2 million for the nine months ended SeptemberÂ 30, 2023. The decrease is primarily due to a decrease in SREC revenue and a decrease in SLA revenue primarily due to higher performance guarantee obligations recorded during the nine months ended SeptemberÂ 30, 2024. This decrease was partially offset by an increase in PPA revenues in the current period related to the Tredegar Acquisition. Cost of revenues increased by $2.2 million, or 8.5%, to $28.5 million in the nine months ended SeptemberÂ 30, 2024 from $26.3 million for the nine months ended SeptemberÂ 30, 2023. The increase is primarily due to an increase in certain operation and maintenance costs. Cost of revenues related to our Drivetrain and XL Grid operations are included in net income (loss) from discontinued operations.Selling, General and AdministrativeSelling, general and administrative expenses decreased by $0.7 million, or 1.5%, to $43.4 million in the nine months ended SeptemberÂ 30, 2024 from $44.1 million for the nine months ended SeptemberÂ 30, 2023. Selling, general and administrative expenses for the three months ended SeptemberÂ 30, 2023 include the ongoing operations of our home solar business and corporate functions, as well as certain remaining costs associated with our historic operations, including certain integration related costs. Selling, general and administrative expenses related to the Drivetrain and XL Grid operations are included in net income (loss) from discontinued operations.Litigation settlement, net36Table of ContentsLitigation settlement, net decreased by $19.1Â million, or 72.6%, to $7.2Â million in the nine months ended SeptemberÂ 30, 2024 from $26.3Â million for the nine months ended SeptemberÂ 30, 2023. The decrease is primarily attributed to $26.0Â million incurred during the nine months ended SeptemberÂ 30, 2023 associated with settlements of the SEC inquiry and shareholder lawsuits, net of related insurance recoveries from third parties, partially offset by $7.2Â million in additional settlement costs associated with various settled and ongoing legal proceedings (See Note 14. Commitments and Contingencies) recorded during the nine months ended SeptemberÂ 30, 2024.Gain on Asset DisposalGain on asset disposal decreased by less than $2.2 million, or 51.4%, to $2.1 million in the nine months ended SeptemberÂ 30, 2024 from $4.2 million for the nine months ended SeptemberÂ 30, 2023. The decrease is primarily the result of updated valuation reports and adjustments to provisional amounts assigned to gain on asset disposal recognized in the prior period, partially offset by a $0.2Â million gain recognized in the current period for insurance proceeds related to Maui wildfire. Impairment of GoodwillImpairment of goodwill of $28.8Â million was recognized during the nine months ended SeptemberÂ 30, 2024 due to a continuous decline in our stock price and market capitalization. Interest IncomeInterest income increased by $3.1 million, or 22.1%, to $16.9 million in the nine months ended SeptemberÂ 30, 2024 from $13.8 million for the nine months ended SeptemberÂ 30, 2023. The increase is primarily due to three full quarters of interest income related to the SEMTH Acquisition, which was completed in March 2023, recognized in the current period as compared to the prior period.Interest Expense, netInterest expense, net decreased by $0.9 million, or 3.0%, to $29.9 million in the nine months ended SeptemberÂ 30, 2024 from $30.8 million for the nine months ended SeptemberÂ 30, 2023. The decrease is primarily due to a gain recognized during the current period due to settlement of our interest rate swaps related to the repayment of SP4 Facility, partially offset by incremental expenses associated with three full quarters of interest expense related to the SP4 Facility assumed in connection with the SEMTH acquisition completed in 2023.Other (Income) Expense, netOther (income) expense, net was $7.7 million for the nine months ended SeptemberÂ 30, 2024, a decrease of $20.8 million from income of $13.1 million for the nine months ended SeptemberÂ 30, 2023. The decrease is primarily due to an unfavorable change in the value of interest swaps in the current period.37Table of ContentsLiquidity and Capital ResourcesOur cash requirements depend on many factors, including the execution of our business strategy. We remain focused on carefully managing costs, including capital expenditures, maintaining a strong balance sheet, and ensuring adequate liquidity. Our primary cash needs are for debt service, acquisition of solar systems, operating expenses, working capital and capital expenditures to support the growth of our business. Working capital is impacted by the timing and extent of the business needs. As of SeptemberÂ 30, 2024, we had net working capital of $110.2 million, including cash and cash equivalents and restricted cash of $150.0 million.With the acquisition of Legacy Spruce Power in September 2022, we assumed all of the outstanding non-recourse debt of Legacy Spruce Power, which had a principal balance of $542.5Â million on the date of the acquisition. With the SEMTH acquisition in the first quarter of 2023, we assumed $125.0 million of non-recourse debt, which was repaid in full in June 2024, see Note 8. Non-Recourse Debt to the accompanying unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. During the third quarter of 2023, we entered into a second amendment to our existing SP2 Facility, resulting in incremental term loans of approximately $21.4 million, proceeds of which were used to primarily fund the Tredegar acquisition. During the second quarter of 2024, we obtained new term loans in the aggregate principal amount of $130.0 million, the proceeds of which were primarily used to repay $125.0 million related to the SEMTH acquisition. As of SeptemberÂ 30, 2024, we had $605.4 million of aggregate non-recourse debt, including current portions. We are required to complete debt service coverage ratio calculations on a quarterly basis as part of our debt covenants. All debt covenant requirements were satisfied as of SeptemberÂ 30, 2024. Based on our current liquidity, management believes that no additional capital will be needed to execute its current business plan over the next 12 months. We continually evaluate our cash needs to raise additional funds or seek alternative sources to invest in growth opportunities and other purposes.Cash Flows SummaryPresented below is a summary of our operating, investing and financing cash flows:Nine Months Ended(Amounts in thousands)September 30, 2024September 30, 2023Net cash provided by (used in)Continuing operating activities$(28,266)$(13,820)Discontinued operating activities(87)(2,104)Continuing investing activities23,398Â (25,126)Discontinued investing activitiesâ€”Â 325Â Continuing financing activities(18,086)(6,686)Discontinued financing activities81Â â€”Â Net change in cash and cash equivalents and restricted cash$(22,960)$(47,411)Cash Flows Used in Operating ActivitiesThe net cash used in continuing operations for the nine months ended SeptemberÂ 30, 2024 consists of our corporate costs and certain other costs that were not allocated to our discontinued operations. 38Table of ContentsCash Flows Provided by Investing ActivitiesCash provided by investing activity related to continuing operations for the nine months ended SeptemberÂ 30, 2024 primarily includes $18.9 million of proceeds from the SEMTH investment and $4.7 million of proceeds from the sale of solar energy systems. Cash Flows Used in Financing ActivitiesThe net cash used in financing activities related to continuing operations for the nine months ended SeptemberÂ 30, 2024 primarily includes $145.8 million for the repayment of our long term non-recourse debt, inclusive of the $125 million of SP4 Facility repayment, partially offset by new long term non-recourse debt obtained via the SET Facility of $130.0 million.Critical Accounting Policies and EstimatesThe unaudited condensed consolidated financial statements have been prepared in accordance with the generally accepted accounting principles of the U.S. as set forth in the Financial Accounting Standards Boardâ€™s Accounting Standards Codification, and we evaluate the various staff accounting bulletins and other applicable guidance issued by the SEC. The preparation of these unaudited condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported

amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the consolidated balance sheet date, as well as the reported expenses incurred during the reporting periods. Management bases its estimates on historical experience and on various other assumptions believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to our unaudited condensed consolidated financial statements.Our significant accounting policies are consistent with those discussed in Note 2. Summary of Significant Accounting Policies of the consolidated financial statements and the MD&A sections of our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 and Note 2. Summary of Significant Accounting Policies to the accompanying unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. New and Recently Adopted Accounting PronouncementsFor information with respect to recent accounting pronouncements and the impact of these pronouncements in our unaudited condensed consolidated financial statements, see Note 2. Summary of Significant Accounting Policies to the accompanying unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.Item 3. Quantitative and Qualitative Disclosures About Market RiskWe are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.Item 4. Controls and ProceduresEvaluation of Disclosure Controls and ProceduresThe term â€œdisclosure controls and proceduresâ€ is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as â€œcontrols and other procedures of an issuer that are designed to ensure that information required to be disclosed by the issuer in the reports that it files or submits under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.â€ The Companyâ€™s disclosure controls and procedures are designed to ensure that material information relating to the Company and its consolidated subsidiaries is accumulated and communicated to its management, including its Chief Executive Officer and its Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures. The Companyâ€™s management, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of its disclosure controls and procedures as of SeptemberÂ 30, 2024. Based upon that evaluation, the Companyâ€™s Chief Executive Officer and Chief Financial Officer concluded that the Companyâ€™s disclosure 39Table of Contentscontrols and procedures were not effective as of that date, due to the material weaknesses in internal control over financial reporting described below.Material Weaknesses in Internal Control over Financial ReportingA material weakness is a deficiency or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the financial statements would not be prevented or detected on a timely basis. These deficiencies could result in misstatements to the Company's condensed consolidated financial statements that would be material and would not be prevented or detected on a timely basis.As previously disclosed under â€œItem 9A â€“ Controls and Proceduresâ€ in the Companyâ€™s Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023, management concluded that the Company did not maintain an effective control environment based on the criteria established in the Committee of Sponsoring Organizations (â€œCOSOâ€) Framework, and its relevant components, which resulted in deficiencies that constitute material weaknesses, either individually or in the aggregate.Control EnvironmentThe Company failed to maintain a sufficient complement of qualified personnel to perform control activities. The lack of sufficient appropriately qualified personnel contributed to our failure to: (i) design and implement certain risk-mitigating internal controls; and (ii) consistently operate our internal controls. The control environment material weaknesses contributed to material weaknesses within our system of internal control over financial reporting in the Control Activities component of the Committee of Sponsoring Organizations (â€œCOSOâ€) Framework.Control ActivitiesThe Company did not maintain effective control activities based on the criteria established in the COSO Framework and identified the following control deficiencies that constitute material weaknesses from the lack of effectively designed and implemented controls, either individually or in the aggregate:â€¢review and approval of manual journal entries, including implementing appropriate segregation of duties;â€¢complex transactions, inclusive of accounting for business combinations and the Companyâ€™s investment related to the SEMTH Master Lease Agreement and the related interest income; andâ€¢revenue recognition, including the review of the contracts upon inception and/or acquisition and the accounting for revenue recognition under ASC 606, Revenue from Contracts with Customers.These deficiencies in control activities contributed to the potential for there to have been material accounting errors in multiple financial statement account balances and disclosures that would not have been prevented or detected timely.However, after giving full consideration to these material weaknesses, and the additional analyses and other procedures that were performed to ensure that the Companyâ€™s unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q were prepared in accordance with GAAP, management has concluded that our unaudited condensed consolidated financial statements present fairly, in all material respects, our financial position, results of operations and cash flows as of and for the periods disclosed in conformity with GAAP.Remediation PlanThe Company is committed to maintaining strong internal control over financial reporting. In response to the material weaknesses described above, management, with the oversight of the Audit Committee, has taken and is taking comprehensive actions to remediate the above material weaknesses. The remediation plan includes the following:â€¢developed and presented a training program educating control owners concerning financial statement risk and the principles of the Internal Control - Integrated Framework issued by COSO;â€¢implemented a formal journal entry review policy to govern the process by which all manual journal entry approvers would adhere to;40Table of Contentsâ€¢implemented a system-based journal entry approval workflow to ensure manual journal entries have proper segregation of duties between journal entry creators and approvers;â€¢hiring professionals with the appropriate skills to perform control activities, including those involving complex and/or non-routine transactions;â€¢designing and implementing additional and/or enhanced controls in the areas of account reconciliations, contract accounting, revenue recognition, and financial statement analysis prepared in conformity with GAAP, and manual journal entries; and â€¢designing and implementing controls to address the identification, accounting, review and reporting of complex and/or non-routine transactions.While management believes that these efforts will improve the Company's internal control over financial reporting, the implementation of these measures is ongoing and will require validation and testing of the design and operating effectiveness of internal controls over a sustained period of financial reporting cycles.Management believes the Company is making progress toward achieving the effectiveness of its internal controls and disclosure controls. The actions that management is taking are subject to ongoing management review, as well as Audit Committee oversight. Management will continue to assess the effectiveness of the Companyâ€™s internal control over financial reporting and take steps to remediate the known material weaknesses expeditiously.Changes in Internal Control Over Financial ReportingThere were no changes in the Company's internal control over financial reporting during the quarter ended SeptemberÂ 30, 2024, as such term is defined in Rules 13a-15(f) and 15(d)-15(f) promulgated under the Securities Exchange Act of 1934, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.41Table of ContentsPART II - OTHER INFORMATIONItem 1. Legal ProceedingsFor a description of our material pending legal proceedings, see Legal Proceedings in Note 14. Commitments and Contingencies to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q and incorporated herein by reference.Item 1A. Risk FactorsIn addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risks and uncertainties relating to the Company's business disclosed in Part I, Item 1A, "Risk Factors," in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023. There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K, except as described below. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations.Our performance may be negatively impacted by our recent Chief Executive Officer transitionOn AprilÂ 12, 2024, we announced that our Chairman, Christopher Hayes, had been named President and Chief Executive Officer to replace our Former CEO. There are a number of risks associated with a CEO transition, any of which may harm the Company. If the new CEO is unsuccessful at leading the management team or is unable to articulate and execute the Companyâ€™s strategy and vision, our business may be harmed, and our stock price may decline. If we do not successfully manage our CEO transition, it could be viewed negatively by our customers, employees or investors and could have an adverse impact on our business, financial condition, and operating results. With the change in leadership, there is a risk to retention of other members of senior management, as well as to continuity of business initiatives, plans, and strategies through the transition period and if we are unable to execute an orderly transition, our business may be adversely affected. We are subject to risks associated with proxy contests and other actions of activist stockholders.Publicly traded companies have increasingly become subject to campaigns by activist investors advocating corporate actions such as governance changes, financial restructurings, increased borrowings, special dividends, stock repurchases or even sales of assets or entire companies to third parties or the activists themselves. We received a notice dated April 17, 2024 from Clayton Capital Appreciation Fund, L.P. and its affiliates, Clayton Partners LLC, the JSCC Family Trust, and Jason Stankowski (collectively, â€œClaytonâ€), which owned approximately 2.1% of the Companyâ€™s outstanding shares at the time of submission, purporting to nominate a slate of two candidates for election as directors at our 2024 Annual Meeting of Stockholders. On June 21, 2024, we entered into a Cooperation Agreement with Clayton (the â€œCooperation Agreementâ€) pursuant to which, among other things, we agreed to increase the size of our Board from six to seven directors and to take all necessary actions to appoint Clara Nagy McBane to our Board to fill the directorship resulting from the increase in the size of our Board and Clayton agreed to certain customary standstill provisions that will remain in effect until the date that is the earlier of (i) the date Clayton receives notice that we will not nominate Ms. McBane for re-election to our Board at the 2025 Annual Meeting of Stockholders, (ii) immediately following the closing of the polls on the election of directors at the 2025 Annual Meeting of Stockholders, (iii) August 31, 2025 if the 2025 Annual Meeting of Stockholders has not been held by that date, and (iv) in the event that any party materially breaches the Cooperation Agreement, the date that is 30 calendar days following written notice of such breach from the non-breaching party, if such breach (if capable of being cured) has not been cured by such date, or, if impossible to cure within 30 calendar days, such party has not taken substantive action to correct by such date. A proxy contest or related activities on the part of activist stockholders could adversely affect our business for a number of reasons, including, without limitation, the following: â€¢responding to proxy contests and other actions by activist stockholders can be costly and time-consuming, disrupting our operations and diverting the attention of our Board of Directors, management and our employees;â€¢perceived uncertainties as to our future direction may result in the loss of potential business opportunities and may make it more difficult to attract and retain qualified personnel, business partners, customers and others important to our success, any of which could negatively affect our business and our results of operations and financial condition;â€¢actions by activist stockholders may be exploited by our competitors, cause concern to our current or potential customers and make it more difficult to attract and retain qualified personnel;42Table of Contentsâ€¢if nominees advanced by activist stockholders are elected or appointed to our Board of Directors with a specific agenda, it may adversely affect our ability to effectively and timely implement our strategic plans or to realize long-term value from our assets, and this could in turn have an adverse effect on our business and on our results of operations and financial condition; andâ€¢proxy contests may cause our stock price to experience periods of volatility.We have received subpoenas from states attorneys general requesting information about our business. These investigations could result in substantial legal fees, fines, penalties or damages and may divert Managementâ€™s time and attention from our businessWe have received subpoenas from state attorneys general requesting information about our business. These investigations could result in substantial legal fees, fines, penalties, or damages and may divert Managementâ€™s time and attention from our business. Specifically, we have received subpoenas from the attorneys general for the states of Connecticut, New Jersey, New York, and Texas regarding, among other things, our sales, marketing and billing practices. We are cooperating with these investigations, each of which have involved requests for a substantial volume of documents to be produced by the Company. While we are responding to these subpoenas with the assistance of counsel, it is possible that these investigations may result in a fine, penalty or injunction which may adversely affect our ability to operate in these states.Item 2. Unregistered Sales of Equity Securities and Use of ProceedsThere were no share repurchases during the three months ended September 30, 2024.Item 3. Defaults Upon Senior SecuritiesNone.Item 4. Mine Safety DisclosuresNot applicable.Item 5. Other InformationNot applicable.43Table of ContentsItem 6. ExhibitsExhibit No.DescriptionIncludedFormFiling Date3.1Second Amended and Restated Certificate of Incorporation.By Reference8-KDecember 23, 20203.2Certificate of Amendment to the Second Amended and Restated Certificate of IncorporationBy Reference8-KOctober 6, 20233.3Certificate of Amendment changing name of Registrant to Spruce Power Holding CorporationBy Reference8-KNovember 14, 20223.4Certificate of Amendment to the Second Amended and Restated Certificate of IncorporationBy Reference8-KOctober 6, 20233.5Amended and Restated Bylaws, as amended as of November 10, 2022By Reference8-KNovember 14, 202231.1*Certification of Principal Executive Officer Pursuant to Rule 13a- 14(a) and Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes- Oxley Act of 2002.Herewith31.2*Certification of Principal Financial Officer Pursuant to Rule 13a- 14(a) and Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes- Oxley Act of 2002.Herewith32.1^*Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.Herewith32.2^*Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.Herewith101.INS*Inline XBRL Instance DocumentHerewith101.SCH*Inline XBRL Taxonomy Extension Schema DocumentHerewith101.CAL*Inline XBRL Taxonomy Extension Calculation Linkbase Document101.DEF*Inline XBRL Taxonomy Extension Definition Linkbase DocumentHerewith101.LAB*Inline XBRL Taxonomy Extension Label Linkbase DocumentHerewith101.PRE*XBRL Taxonomy Extension Presentation Linkbase DocumentHerewith104* Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).Herewith*Filed herewith+Indicates a management contract or compensatory plan or arrangement.â^§In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 34-47986, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act or deemed to be incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933 except to the extent that the registrant specifically incorporates it by reference.44Table of ContentsSIGNATURESPursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.SPRUCE POWER HOLDING CORPORATIONDate: NovemberÂ 14, 2024By:/s/ Christopher HayesName: Christopher HayesTitle:Chief Executive Officer(Principal Executive Officer)Date: NovemberÂ 14, 2024By:/s/ Sarah Weber WellsName:Sarah Weber WellsTitle:Chief Financial Officer(Principal Financial Officer andPrincipal Accounting Officer)45 EX-31.1 2 ex311-sprux20240930x10q.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION PURSUANT TOSECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a) AS ADOPTED PURSUANT TOSECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Chris Hayes, certify that:1.I have reviewed this Form 10-Q of Spruce Power Holding Corporation;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s Board of Directors (or persons performing the equivalent functions):a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: NovemberÂ 14, 2024By: /s/ Chris HayesChris HayesChief Executive Officer(Principal Executive Officer) EX-31.2 3 ex312-sprux20240930x10q.htm

EX-31.2 DocumentExhibit 31.2CERTIFICATION PURSUANT TOSECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a) AS ADOPTED PURSUANT TOSECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Sarah Weber Wells, certify that:1.I have reviewed this Form 10-Q of Spruce Power Holding Corporation.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:a)Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c)Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andd)Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s Board of Directors (or persons performing the equivalent functions):a)All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andb)Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date: NovemberÂ 14, 2024By: /s/ Sarah Weber WellsSarah Weber WellsChief Financial Officer(Principal Financial Officer and Â Principal Accounting Officer) EX-32.1 4 ex321-sprux20240930x10q.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of Spruce Power Holding Corporation (the â€œCorporationâ€) on Form 10-Q for the fiscal quarter ended SeptemberÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Chris Hayes, as Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.Date: NovemberÂ 14, 2024By:/s/ Chris HayesChris HayesChief Executive Officer(Principal Executive Officer)A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification shall not be deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18 of the Exchange Act. Such certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference. EX-32.2 5 ex322-sprux20240930x10q.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION PURSUANT TO SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of Spruce Power Holding Corporation (the â€œCorporationâ€) on Form 10-Q for the fiscal quarter ended SeptemberÂ 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Sarah Weber Wells, as Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:(1)The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and(2)The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.Date: NovemberÂ 14, 2024By:/s/ Sarah Weber WellsSarah Weber Wells,Chief Financial Officer(Principal Financial Officer and Principal Accounting Officer)A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. This certification shall not be deemed â€œfiledâ€ for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of Section 18 of the Exchange Act. Such certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that the Company specifically incorporates it by reference. EX-101.SCH 6 spru-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Unaudited) (Parentheticals) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Unaudited Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Unaudited Condensed Consolidated Statements of Operations (Unaudited) (Parentheticals) link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - Organization and Description of Business link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - Business Combinations link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - Acquisitions link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - Property and Equipment, Net link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - Intangible Assets, net link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - Accrued Expenses and Other Current Liabilities link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - Non-Recourse Debt link:presentationLink 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link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Non-Recourse Debt - Schedule of long-term debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - Non-Recourse Debt - Schedule of long-term debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - Non-Recourse Debt - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - Interest Rate Swaps (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - Fair Value Measurements - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - Fair Value Measurements - Schedule of fair values private warrants were valued using a Black-Scholes model (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - Fair Value Measurements - Schedule of assets and 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link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - Commitment and Contingencies - Legal proceedings (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - Commitment and Contingencies - Master SREC purchase and sale agreement (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - Commitment and Contingencies - Insurance claims and recoveries (Details) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - Net Loss Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - Discontinued Operations - Summary of net loss from discontinued operations (Details) link:presentationLink link:calculationLink link:definitionLink 9954516 - Disclosure - Discontinued Operations - Net income (loss) from discontinued operation by discontinued operation (Details) link:presentationLink link:calculationLink link:definitionLink 9954517 - Disclosure - Discontinued Operations - Schedule of assets and liabilities of discontinued operations (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 spru-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 spru-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 spru-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Interest rate swap assets, non-current Derivative Asset, Noncurrent Share-Based Compensation Expense (Details) - Schedule of fair value of restricted stock awards [Table] Share-Based Compensation Expense (Details) - Schedule of fair value of restricted stock awards [Table] Share-Based Compensation Expense (Details) - Schedule of fair value of restricted stock awards [Table] Buyout of redeemable non-controlling interest Payments for Repurchase of Redeemable Noncontrolling Interest Fair Value, Liabilities Measured on Recurring 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Redeemable noncontrolling interest, equity, carrying amount Redeemable Noncontrolling Interest, Equity, Carrying Amount Accounts receivable, net Increase (Decrease) in Accounts Receivable Derivative [Table] Derivative [Table] Organization and Description of Business Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Issuance of restricted stock (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Net loss from continuing operations Income (Loss) from Continuing Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest Fair Value Measurements Fair Value Disclosures [Text Block] Proceeds from exercise of stock options Proceeds from Stock Options Exercised Change in fair value of warrant liabilities Derivative, Gain (Loss) on Derivative, Net 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Spruce Power Spruce Power [Member] Spruce Power Schedule of fair value of restricted stock awards Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Common stock, outstanding (in shares) Common Stock, Shares, Outstanding Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table] Allocation percentage of taxable income from inception to flip date Allocation Of Taxable Income, Inception Through Flip Date, Percentage Allocation Of Taxable Income, Inception Through Flip Date, Percentage Lease liability, non-current Operating Lease, Liability, Noncurrent Number of class action complaints filed Loss Contingency, Pending Claims, Number Fair Value Measurement Inputs and Valuation

Techniques [Line Items] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Other revenues Product and Service, Other [Member] Deferred revenue, current Contract with Customer, Liability, Current Payments For Asset Acquisition Payments For Asset Acquisition Payments For Asset Acquisition Other assets Other Assets, Noncurrent Entity tax identification number Entity Tax Identification Number Intangible assets: Finite-Lived Intangible Assets, Gross Schedule of long-term debt Schedule of Long-Term Debt Instruments [Table Text Block] Share repurchases (in shares) Treasury Stock, Shares, Acquired Money market accounts Money Market Funds [Member] Selling, General and Administrative Expenses Selling, General and Administrative Expenses [Member] Liability Finite Lived Intangible Liabilities Acquired Finite Lived Intangible Liabilities Acquired Settlement of finance lease liability Increase (Decrease) In Finance Lease Liability Increase (Decrease) In Finance Lease Liability Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] Treasury Stock Treasury Stock, Common [Member] Effect of adjustments due to change in provisional amounts Business Combination, Provisional Information, Initial Accounting Incomplete, Effect Of Adjustments Business Combination, Provisional Information, Initial Accounting Incomplete, Effect Of Adjustments BMZ USA INC. BMZ USA INC. [Member] BMZ USA INC. U.S. Treasury securities US Treasury Securities [Member] Senior indebtedness assumed Liabilities Assumed Equity Components [Axis] Equity Components [Axis] Dilutive effect of options, and restricted stock units (in shares) Dilutive Securities, Effect on Basic Earnings Per Share, Options and Restrictive Stock Units XL Grid XL Grid Disposal Group [Member] XL Grid Disposal Group Accounts receivable, net Accounts Receivable [Policy Text Block] Acquired Finite-Lived Intangible Assets [Line Items] Acquired Finite-Lived Intangible Assets [Line Items] Trade name Trade Names [Member] Noncontrolling Interest [Line Items] Noncontrolling Interest [Line Items] Performance based incentives agreements Performance Based Incentive Agreements [Member] Performance Based Incentive Agreements Entity common stock, shares outstanding Entity Common Stock, Shares Outstanding Net cash provided by discontinued investing activities Cash Provided by (Used in) Investing Activities, Discontinued Operations Total Non-recourse debt Long-Term Debt, Excluding Current Maturities, Before Fair Value Adjustment Long-Term Debt, Excluding Current Maturities, Before Fair Value Adjustment Beginning balance Ending balance Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests Gain (loss) on sale of derivatives Gain (Loss) on Sale of Derivatives Use of estimates Use of Estimates, Policy [Policy Text Block] Total operating expenses Costs and Expenses Business Acquisition, Acquiree [Domain] Business Acquisition, Acquiree [Domain] Net cash provided by discontinued financing activities Cash Provided by (Used in) Financing Activities, Discontinued Operations Parker-Hannifin Parker-Hannifin [Member] Parker-Hannifin Interest income related to SEMTH master lease agreement Interest Income, Master Lease Agreement Interest Income, Master Lease Agreement Aggregate intrinsic value of stock options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Investment related to SEMTH master lease agreement Investments under SEMTH master lease agreement Investments Under Master Lease Agreement Investments Under Master Lease Agreement Disposal Group Classification [Axis] Disposal Group Classification [Axis] Net loss from discontinued operation Discontinued Operation, Gain (Loss) on Disposal of Discontinued Operation, Net of Tax Entity small business Entity Small Business Geographical [Axis] Geographical [Axis] Accrued contingencies (See Note 14. Commitments and Contingencies) Loss Contingency, Accrual, Current Level III Fair Value, Inputs, Level 3 [Member] Share-Based Compensation Expense (Details) [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Total purchase consideration: Business Combination, Consideration Transferred [Abstract] Asset Finite-Lived Intangible Assets Acquired Fair Value Measurement Inputs and Valuation Techniques [Table] Fair Value Measurement Inputs and Valuation Techniques [Table] Chief Executive Officer Chief Executive Officer [Member] Redeemable noncontrolling interest, fair value adjustment Redeemable Noncontrolling Interest, Equity, Fair Value Adjustment Redeemable Noncontrolling Interest, Equity, Fair Value Adjustment, Increase (Decrease) in FV Loss contingency accrual Loss Contingency Accrual Other assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Impairment of long-lived assets Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block] Asset Acquisition [Axis] Asset Acquisition [Axis] Total cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Unrecognized compensation cost Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Long-term assets of discontinued operations Disposal Group, Including Discontinued Operation, Assets, Noncurrent Current assets Assets, Current [Abstract] Goodwill Goodwill, beginning balance Goodwill, ending balance Goodwill Balance at the beginning of the period Balance at the end of the period Accounts Receivable, Allowance for Credit Loss Second SBV Credit Agreement Second SBV Credit Agreement [Member] Second SBV Credit Agreement Cost of revenues Disposal Group, Including Discontinued Operation, Costs of Goods Sold, Net Of Reversals Disposal Group, Including Discontinued Operation, Costs of Goods Sold, Net Of Reversals Thereafter Finite-Lived Intangible Asset, Expected Amortization, After Year Four Finite-Lived Intangible Asset, Expected Amortization, After Year Four Treasury stock, common, (in shares) Beginning balance (in shares) Ending balance (in shares) Treasury Stock, Common, Shares Accrued expenses Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Accrued Expenses Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Accrued Expenses Product and Service [Domain] Product and Service [Domain] Share-Based Payment Arrangement, Option Share-Based Payment Arrangement, Option [Member] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Goodwill [Roll Forward] Goodwill [Roll Forward] Depreciation expense Depreciation Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Security exchange name Security Exchange Name Award Type [Axis] Award Type [Axis] Impact of ASC 326 adoption Cumulative Effect, Period of Adoption, Adjustment [Member] Liabilities from discontinued operations: Disposal Group, Including Discontinued Operation, Liabilities [Abstract] Exercised (in usd per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Restricted cash Cash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block] Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Liabilities Annual income expected Investment Income, Interest, Annual Income Expected Investment Income, Interest, Annual Income Expected Noncontrolling interests Equity, Attributable to Noncontrolling Interest Schedule of reconciliation of cash, cash equivalents, and restricted cash Schedule of Cash and Cash Equivalents [Table Text Block] Exercisable (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Share-Based Compensation Expense (Details) [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Estimated Life (in years) Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Ladder RSUs Ladder RSUs [Member] Ladder RSUs Right-of-use assets obtained in exchange for lease liability Right-of-Use Asset Obtained in Exchange for Finance Lease Liability Investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Net cash used in continuing operating activities Net Cash Provided by (Used in) Operating Activities, Continuing Operations Lease liability, current Operating Lease, Liability, Current Common stock, issued (in shares) Common Stock, Shares, Issued Total assets from discontinued operations Disposal Group, Including Discontinued Operation, Assets Computers and related equipment Computer Equipment [Member] Accrued Liabilities and Other Liabilities [Abstract] Accrued Liabilities and Other Liabilities [Abstract] Interest rate swaps Derivative Liability Deutsche Bank Credit Agreement, SP4 Facility Deutsche Bank Credit Agreement [Member] Deutsche Bank Credit Agreement Equipment Equipment [Member] Less: Accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Fair value of long-term debt Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Long-Term Debt, Fair Value Adjustment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Long-Term Debt, Fair Value Adjustment Solar energy systems Property, Plant and Equipment, Gross Long-term debt Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Long-Term Debt Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Long-Term Debt Long-term debt Long-term debt Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Long-Term Debt Exercise of stock options (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Finite-lived intangible assets, fair value disclosure Finite-Lived Intangible Assets, Fair Value Disclosure Debt Instrument [Line Items] Debt Instrument [Line Items] Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Common stock, authorized (in shares) Common Stock, Shares Authorized Cash paid for acquisitions, net of cash acquired Cash paid for acquisitions, net of cash acquired Cash, net of cash acquired, and restricted cash Payments to Acquire Businesses, Net of Cash Acquired Plastic Omnium Plastic Omnium [Member] Plastic Omnium Basis of consolidated financial statement presentation Basis of Accounting, Policy [Policy Text Block] Solar energy systems Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Solar Energy Systems Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Solar Energy Systems Weighted-average shares outstanding, diluted (in shares) Weighted average shares outstanding, diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Remainder of 2024 Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Amortization of deferred revenue Amortization Of Deferred Revenue Amortization Of Deferred Revenue Prepaid expenses and other current assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets Cash and cash equivalents Cash and Cash Equivalents, Unrestricted Cash and Cash Equivalents, Policy [Policy Text Block] Net income (loss) Temporary Equity, Net Income Measurement input, risk-free interest rate, expected volatility Derivative Liability, Measurement Input Revenues Disposal Group, Including Discontinued Operation, Revenue Litigation Case [Axis] Litigation Case [Axis] Insured event, gain (loss) Insured Event, Gain (Loss) Interest expense, net Interest Expense, Nonoperating Schedule of Goodwill Schedule of Goodwill [Table Text Block] Property and Equipment, Net Property, Plant and Equipment Disclosure [Text Block] Interest rate swap assets, current Derivative Asset, Current Summary of noncontrolling interests Summary Of Noncontrolling Interest [Table Text Block] Summary Of Noncontrolling Interest Accounting Standards Update and Change in Accounting Principle [Table] Accounting Standards Update and Change in Accounting Principle [Table] Selling, general and administrative expenses Selling, General and Administrative Expense Write-off of uncollectible accounts Accounts Receivable, Allowance for Credit Loss, Writeoff Accounts receivable, net of allowance of $0.9 million and $1.7 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively Accounts Receivable, after Allowance for Credit Loss, Current Utility Plant [Domain] Utility Plant [Domain] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Ownership interest, percentage Subsidiary, Ownership Percentage, Parent Remaining term in years Derivative Liability, Measurement Input, Outstanding, Weighted Average Remaining Term Derivative Liability, Measurement Input, Outstanding, Weighted Average Remaining Term Long-term debt Long-Term Debt Document fiscal period focus Document Fiscal Period Focus Current liabilities of discontinued operations Disposal Group, Including Discontinued Operation, Liabilities, Current 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Assets Assets [Abstract] Expected dividend rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Restricted cash Restricted Cash, Current Document type Document Type Derivative Contract [Domain] Derivative Contract [Domain] Change in fair value of interest rate swaps Change in fair value of interest rate swaps Gain (Loss) on Derivative Instruments, Net, Pretax Redeemable noncontrolling interests and noncontrolling interests Business Combination, Acquisition of Less than 100 Percent, Noncontrolling Interest, Provisional Information, Initial Accounting Incomplete, Adjustment, Fair Value Business Combination, Acquisition of Less than 100 Percent, Noncontrolling Interest, Provisional Information, Initial Accounting Incomplete, Adjustment, Fair Value Cash and cash equivalents and restricted cash, beginning of period Cash and cash equivalents and restricted cash, end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Other Comprehensive Income Location [Domain] Other Comprehensive Income Location [Domain] Vested (in shares) Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Other property and equipment, net Property, Plant and Equipment, Other, Net Legacy Spruce Power Legacy Spruce Power [Member] Legacy Spruce Power Schedule of finite-lived intangible assets, future amortization expense Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Risk free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Sales Sales [Member] Maximum Maximum [Member] Amortization expense Amortization of Intangible Assets Deferred revenue Contract with Customer, Liability Payment of deferred financing costs Payments of Financing Costs Intangible assets, net Finite-Lived Intangible Assets, Net Furniture and fixtures Furniture and Fixtures [Member] Accounts payable Accounts Payable, Current Liabilities: Liabilities [Abstract] Accounting Policies [Abstract] Accounting Policies [Abstract] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Contingencies Commitments and Contingencies, Policy [Policy Text Block] Litigation settlements, net Litigation settlements, net Gain (Loss) from Litigation Settlement Leasehold improvements Leasehold Improvements [Member] Net cash used in continuing financing activities Net Cash Provided by (Used in) Financing Activities, Continuing Operations Schedule of fair values private warrants were valued using a black-scholes model Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Fair value measurements Fair Value Measurement, Policy [Policy Text Block] Business Combinations Business Combination Disclosure [Text Block] Current fiscal year end date Current Fiscal Year End Date Catastrophic Event [Axis] Catastrophic Event [Axis] Denominator: Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract] Statistical Measurement [Axis] Statistical Measurement [Axis] Capital distributions to redeemable noncontrolling interests and noncontrolling interests Payments to Noncontrolling Interests Award Type [Domain] Award Type [Domain] Accretable yield Investment Income, Interest, Accretable Yield Investment Income, Interest, Accretable Yield Settlement of operating lease liability Other Significant Noncash Transaction, Value of Consideration Given Exercised (in shares) Stock Issued During Period Stock Options Exercised Shares, Exercised. Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Intangible assets Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Intangibles Schedule of financial information regarding discontinued operations Disposal Groups, Including Discontinued Operations [Table Text Block] Impairment of goodwill Goodwill, Impairment Loss Total assets acquired and liabilities assumed Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Solar energy systems Solar Energy Systems [Member] Solar Energy Systems Revision of Prior Period [Axis] Revision of Prior Period [Axis] Title of Individual [Axis] Title and Position [Axis] Additional Paid-In Capital Additional Paid-in Capital [Member] Changes in financing receivables for accounting standards update Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Solar energy systems Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Solar Energy Systems Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Solar Energy Systems Depreciation Depreciation [Member] Depreciation Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] Net income (loss) attributable to stockholders per share, diluted (in dollars per share) Net loss attributable to stockholders per share, diluted (in dollars per share) Earnings Per Share, Diluted Title of Individual [Domain] Title and Position [Domain] Accrued operating and maintenance expenses Accrued Operating And Maintenance Expenses, Current Accrued Operating And Maintenance Expenses, Current Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Less: Accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization Revenues Revenue from Contract with Customer [Policy Text Block] Entity interactive data current Entity Interactive Data Current Accrued compensation and related benefits Accrued Employee Benefits, Current Ownership [Axis] Ownership [Axis] Percentage vesting in increments certified by Plan administrator Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Change in fair value of warrant liabilities Fair Value Adjustment of Warrants Cash paid for interest Income Taxes Paid New Accounting Pronouncements or Change in Accounting Principle [Line Items] New Accounting Pronouncements or Change in Accounting Principle [Line Items] Gain on asset disposal Disposal Group, Including Discontinued Operation, Gain (Loss) On Asset Disposal Disposal Group, Including Discontinued Operation, Gain (Loss) On Asset Disposal Schedule of assets and liabilities which are measured at fair value on a recurring basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Accrued expenses and other current liabilities Increase (Decrease) in Other Accounts Payable and Accrued Liabilities Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Percent of floating rate term loans covered Derivatives, Percent Of Floating Rate Term Loans Covered By Interest Rate Swaps Derivatives, Percent Of Floating Rate Term Loans Covered By Interest Rate Swaps Stock-based compensation expense, net Share-Based Payment Arrangement, Noncash Expense Net loss Net income (loss) Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Proceeds from sale of solar energy systems Proceeds

from Sale of Property, Plant, and Equipment Income tax expense (benefit) Income Tax Expense (Benefit) Interest rate Debt Instrument, Interest Rate, Stated Percentage Interest rate swaps Derivative Asset Accounts Receivable, Allowance for Credit Loss [Roll Forward] Accounts Receivable, Allowance for Credit Loss [Roll Forward] Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Period of recognition for share-based compensation expense Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Revenues Revenue from Contract with Customer, Excluding Assessed Tax Servicing revenues Service [Member] Other long-term liabilities Increase (Decrease) in Other Noncurrent Liabilities Gross other property and equipment Property, Plant and Equipment, Other, Gross Lease liability Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Lease Liability Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Lease Liability Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and stockholdersâ€™ equity Liabilities and Equity Buyout of redeemable noncontrolling interests Temporary Equity Related To Buyout Of Redeemable Noncontrolling Interest Temporary Equity Related To Buyout Of Redeemable Noncontrolling Interest Subsequent Events Subsequent Events [Text Block] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Solar renewable energy credit revenues Solar Renewable Energy Credit Revenue [Member] Solar Renewable Energy Credit Revenue Prepaid expenses and other current assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Current portion of interest rate swap liability Derivative Liability, Current Interest Rate Swaps Derivative Instruments and Hedging Activities Disclosure [Text Block] Noncontrolling Interest [Table] Noncontrolling Interest [Table] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Net income (loss) from discontinued operations (including loss on disposal of $0 and $3,083 for the three and nine months ended SeptemberÂ 30, 2023, respectively) Adjust for net (income) loss from discontinued operations Net income (loss) from discontinued operations: Income (Loss) from Discontinued Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Measurement Input Type [Axis] Measurement Input Type [Axis] Common stock, $0.0001 par value; 350,000,000 shares authorized at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; 19,398,378 and 18,597,728 shares issued and outstanding at SeptemberÂ 30, 2024, respectively, and 19,093,186 and $18,292,536 shares issued and outstanding at DecemberÂ 31, 2023, respectively Common Stock, Value, Outstanding Cancelled or forfeited (in usd per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Restricted cash Restricted Cash Inventory, net Inventory, Net Total liabilities from discontinued operations Disposal Group, Including Discontinued Operation, Liabilities Net cash provided by (used in) continuing investing activities Net Cash Provided by (Used in) Investing Activities, Continuing Operations Product and Service [Axis] Product and Service [Axis] Entity address, state or province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Beneficial interests in securitized financial asset Investment Income, Interest, Beneficial Interests In Securitized Financial Asset Investment Income, Interest, Beneficial Interests In Securitized Financial Asset Statement [Line Items] Statement [Line Items] Measurement Input Type [Domain] Measurement Input Type [Domain] Derivative Instruments and Hedging Activities Disclosure [Abstract] Change in operating right-of-use assets Increase (Decrease) In Operating Lease, Right Of Use Assets Increase (Decrease) In Operating Lease, Right Of Use Assets Operating expenses: Operating Expenses [Abstract] Property and equipment, schedule of useful lives Property, Plant and Equipment [Table Text Block] Non-vested, beginning of period (in dollars per share) Non-vested, ending of period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Liabilities and stockholdersâ€™ equity Liabilities and Equity [Abstract] Other Comprehensive Income Location [Axis] Other Comprehensive Income Location [Axis] Beginning balance Ending balance Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Software Software Development [Member] Minimum Minimum [Member] Deferred rent assets Deferred Rent Receivables, Net, Noncurrent Deferred revenue, non-current Contract with Customer, Liability, Noncurrent Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Outstanding, beginning balance (in usd per share) Outstanding, ending balance (in usd per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Concentration Risk [Table] Concentration Risk [Table] Right-of-use assets, net Operating Lease, Right-of-Use Asset Outstanding, beginning balance (in shares) Outstanding, ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Other Operating Income (Expense) Other Operating Income (Expense) [Member] Total assets acquired and liabilities assumed Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Consideration Transferred Purchase accounting measurement period adjustments Temporary Equity, Fair Value Adjustment For Acquisition Temporary Equity, Fair Value Adjustment For Acquisition Bad debt expense Accounts Receivable, Credit Loss Expense (Reversal) Non-recourse debt, current, net Other Long-Term Debt, Current Other liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Other Derivative Instrument [Axis] Derivative Instrument [Axis] Property, Plant and Equipment [Abstract] Buyout of redeemable noncontrolling interests Adjustments To Additional Paid In Capital, Buyout Of Redeemable NonControlling Interest Adjustments To Additional Paid In Capital, Buyout Of Redeemable NonControlling Interest Selling, general, and administrative expenses Disposal Group, Including Discontinued Operation, General and Administrative Expense Asset Acquisition [Table] Asset Acquisition [Table] Net Loss Per Share Earnings Per Share [Text Block] Discontinued Operations Discontinued Operations [Member] Exercise of stock options Stock Issued During Period, Value, Stock Options Exercised Goodwill Goodwill and Intangible Assets Disclosure [Text Block] Net income (loss) from continuing operations per share, basic (in dollars per share) Income (Loss) from Continuing Operations, Per Basic Share Term of use rights to customer payment stream Asset Acquisition, Use Rights To Customer Payment Stream, Term Asset Acquisition, Use Rights To Customer Payment Stream, Term Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Income taxes Income Tax, Policy [Policy Text Block] Other income, net Other Income Other (income) expense: Other Noncash Income (Expense) [Abstract] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four Delaware DELAWARE Net income (loss) from discontinued operations - diluted (in dollars per share) Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Disposal Group Name [Axis] Disposal Group Name [Axis] Sale of SERCs, term of certificates (up to) Sale Of Solar Renewable Energy Certificates (SERCs), Term Of Certificate Sale Of Solar Renewable Energy Certificates (SERCs), Term Of Certificate Accrued interest Interest Payable Treasury stock at cost, 800,650 shares at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 Treasury Stock, Common, Value Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Noncontrolling interest, fair value adjustment Noncontrolling Interest, Equity, Fair Value Adjustment Noncontrolling Interest, Equity, Fair Value Adjustment Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Effect of adjustments related to prior periods due to change in provisional amounts Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments Related to Previous Period Disposal Groups, Including Discontinued Operations [Table] Disposal Groups, Including Discontinued Operations [Table] Expected volatility Measurement Input, Price Volatility [Member] Beginning balance (in shares) Ending balance (in shares) Shares, Outstanding Cash and cash equivalents, fair value disclosure Cash and Cash Equivalents, Fair Value Disclosure Accrued expenses, other Accounts Payable and Accrued Liabilities, Current Provision recognized upon valuation of assets acquired Accounts Receivable, Provision Recognized Upon Valuation Of Assets Acquired Accounts Receivable, Provision Recognized Upon Valuation Of Assets Acquired Schedule of acquired finite-lived intangible assets Finite-Lived and Indefinite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Local phone number Local Phone Number SS Holdings 2017 and subsidiaries (SMETH) SS Holdings 2017 and subsidiaries (SMETH) [Member] SS Holdings 2017 and subsidiaries (SMETH) Asset Acquisition [Line Items] Asset Acquisition [Line Items] Expected volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Unfavorable solar renewable energy agreements Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Liabilities Interest Expense Interest Expense [Member] Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Cumulative Effect, Period of Adoption [Domain] Cumulative Effect, Period of Adoption [Domain] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Ampere Solar Owner IV, LLC, ORE F5A HoldCo, LLC, ORE F6 HoldCo, LLC, RPV Fund 11 LLC, RPV Fund 13 LLC, Sunserve Residential Solar I, LLC and Level Solar Fund III, LLC Certain Subsidiaries [Member] Certain Subsidiaries [Member] Intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Finite-Lived Intangibles Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Schedule of accrued liabilities Schedule of Accrued Liabilities [Table Text Block] Allocation percentage of taxable income after flip date Allocation Of Taxable Income, After Flip Date, Percentage Allocation Of Taxable Income, After Flip Date, Percentage Weighted Average Grant Date Fair Value Per Share Share Based Compensation Arrangement By Share Based Payment Award, Non Option Equity Instruments, Weighted Average Fair Value [Roll Forward] Share Based Compensation Arrangement By Share Based Payment Award, Non Option Equity Instruments, Weighted Average Fair Value Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Gain on disposal of assets Gain (Loss) on Disposition of Other Assets Adjustment to additional paid in capital Adjustments to Additional Paid in Capital, Other Impairment of long-lived assets Impairment, Long-Lived Asset, Held-for-Use Common Stock Common Stock [Member] Grant date stock price (in dollars per share) Share Price Stock split, conversion ratio Stockholders' Equity Note, Stock Split, Conversion Ratio Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Schedule of roll forward of the companyâ€™s level 3 instruments Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Issuance of common stock (in shares) Stock Issued During Period, Shares, New Issues Number of home solar assets and contracts Number Of Home Solar Assets And Contracts Number Of Home Solar Assets And Contracts Entity emerging growth company Entity Emerging Growth Company Total Liabilities, Fair Value Disclosure Share-Based Compensation Expense (Details) - Schedule of fair value of restricted stock awards [Line Items] Share-Based Compensation Expense (Details) - Schedule of fair value of restricted stock awards [Line Items] Share-Based Compensation Expense (Details) - Schedule of fair value of restricted stock awards [Line Items] Entity central index key Entity Central Index Key Damages sought, value Loss Contingency, Damages Sought, Value Accrued Expenses and Other Current Liabilities Accounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block] Discontinued Operations and Disposal Groups [Abstract] Unfavorable solar renewable energy agreements Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Intangible Liabilities Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Intangible Liabilities Government incentives Government Incentives [Member] Government Incentives Catastrophic Event [Domain] Catastrophic Event [Domain] Equity Component [Domain] Equity Component [Domain] Less: Non-recourse debt, current Long-Term Debt, Current Maturities Accounting Standards Update [Extensible Enumeration] Accounting Standards Update [Extensible Enumeration] Fair value adjustments â€“ warrant liability Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Related parties Related Party, Policy [Policy Text Block] Related Party, Policy Net cash used in discontinued operating activities Cash Provided by (Used in) Operating Activities, Discontinued Operations Accretion expense Accretion Expense Stock-based compensation expense, net APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Risk-free rate Measurement Input, Risk Free Interest Rate [Member] Entity shell company Entity Shell Company Batteries paid Loss Contingency, Alleged Batteries Paid Loss Contingency, Alleged Batteries Paid Entity incorporation, state or country code Entity Incorporation, State or Country Code Change in fair value of interest rate swaps Gain on Derivative Instruments, Pretax Common Class B Common Class B [Member] Redeemable noncontrolling interests and noncontrolling interests Business Combination, Acquisition of Less than 100 Percent, Noncontrolling Interest, Fair Value Estimated insurance recoveries Estimated Insurance Recoveries Consolidated Entities [Axis] Consolidated Entities [Axis] Capital distributions to noncontrolling interests Temporary Equity, Capital Distributions To Noncontrolling Interests Temporary Equity, Capital Distributions To Noncontrolling Interests Statement [Table] Statement [Table] Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Prepaid expenses and other current assets Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Prepaid And Other Current Expenses Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Prepaid And Other Current Expenses A&R SVB Credit Agreement A&R SVB Credit Agreement [Member] A&R SVB Credit Agreement Barings GPSF LLC Credit Agreement Barings GPSF Credit Agreement, SET Facility [Member] Barings GPSF Credit Agreement, SET Facility Variable interest entities Consolidation, Variable Interest Entity, Policy [Policy Text Block] City area code City Area Code Energy Equipment Energy Equipment [Member] Transaction cost Asset Acquisition, Consideration Transferred, Transaction Cost Current liabilities Liabilities, Current [Abstract] Net income (loss) from discontinued operations Discontinued Operation, Income (Loss) from Discontinued Operation, before Income Tax Less: Accumulated depreciation Property, Plant and Equipment, Other, Accumulated Depreciation Disposal Group Classification [Domain] Disposal Group Classification [Domain] Business Combination, Separately Recognized Transactions [Table] Business Combination, Separately Recognized Transactions [Table] Level I Fair Value, Inputs, Level 1 [Member] Unfavorable solar renewable energy agreements, net Finite-Lived Intangible Liabilities, Net Finite-Lived Intangible Liabilities, Net Total current assets Assets, Current Solar renewable energy agreements Solar Renewable Energy Credit Agreements [Member] Solar Renewable Energy Credit Agreements Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Supplemental disclosures of noncash investing and financing information: Noncash Investing and Financing Items [Abstract] Revision of Prior Period [Domain] Revision of Prior Period [Domain] Shareholder Derivative Actions Shareholder Derivative Actions [Member] Shareholder Derivative Actions Share repurchases Payments for Repurchase of Common Stock Exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Schedule of Long-Term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Non-recourse debt, non-current, net Long-Term Debt, Excluding Current Maturities Weighted Average Remaining Contractual Term Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Remaining term in years Measurement Input, Expected Term [Member] Earnings Per Share [Abstract] Earnings Per Share [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Other Disposal Group Including Discontinued Operation Other Income (Expense) Disposal Group Including Discontinued Operation Other Income (Expense) Class of Stock [Domain] Class of Stock [Domain] Cancelled or forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price Other revenues Amortization of Intangible Assets [Member] Amortization of Intangible Assets Deferred rent assets Increase (Decrease) in Inventories Net income (loss) Net Income (Loss), Including Portion Attributable to Nonredeemable Noncontrolling Interest Debt issuance costs, gross Debt Issuance Costs, Gross Organization, Consolidation and Presentation of Financial Statements [Abstract] Batteries ordered Loss Contingency, Alleged Batteries Ordered Loss Contingency, Alleged Batteries Ordered Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Amendment flag Amendment Flag Long-term debt, fair value Long-Term Debt, Fair Value Interest rate swap assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Derivative Assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Derivative Assets Entity registrant name Entity Registrant Name Payment to acquire business, gross Payments to Acquire Businesses, Gross Gain on asset disposal Gain (Loss) on Disposition of Property Plant Equipment Accounts receivable, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Redeemable Noncontrolling Interests Increase (Decrease) in Temporary Equity [Roll Forward] Restrictions on cash and cash equivalents Restrictions on Cash and Cash Equivalents [Table Text Block] Intangible Assets, net Intangible Assets Disclosure [Text Block] Subsequent Events [Abstract] Subsequent Events [Abstract] Level II Fair Value, Inputs, Level 2 [Member] Unamortized deferred financing costs Debt Issuance Costs, Net Non-Recourse Debt Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] MASSACHUSETTS MASSACHUSETTS Geographical [Domain] Geographical [Domain] Principal balance Debt Instrument, Face Amount Disaggregation of revenue Disaggregation of Revenue [Table Text Block] Issuance of common stock Stock Issued During Period, Value, New Issues Interest rate swap liabilities, non-current Derivative Liability, Noncurrent Entity address, postal zip code Entity Address, Postal Zip Code Interest rate swaps Interest Rate Swap [Member] Title of 12(b) security Title of 12(b) Security Share-based Payment Arrangement [Abstract] Share-Based

Payment Arrangement [Abstract] Net income (loss) from discontinued operations - basic (in dollars per share) Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Right-of-use asset Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Right-Of-Use Assets Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Right-Of-Use Assets KeyBank Credit Agreement KeyBank Credit Agreement [Member] KeyBank Credit Agreement Financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Concentration Risk [Line Items] Concentration Risk [Line Items] Variable Interest Entity, Not Primary Beneficiary Variable Interest Entity, Not Primary Beneficiary [Member] Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Solar Renewable Energy Certificates Solar Renewable Energy Certificates [Member] Solar Renewable Energy Certificates Noncontrolling Interests Noncontrolling Interest Disclosure [Text Block] Depreciation and amortization expense Depreciation, Depletion and Amortization, Nonproduction Net income (loss) attributable to stockholders per share, basic (in dollars per share) Net loss attributable to stockholders per share, basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Proceeds from issuance of common stock Proceeds from Issuance of Common Stock Cash acquired from acquisition Cash Acquired from Acquisition Expiration period of grant Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Fire Fire [Member] Ownership [Domain] Ownership [Domain] Repayments under financing leases Finance Lease, Principal Payments Batteries reneged Loss Contingency, Alleged Batteries Reneged Loss Contingency, Alleged Batteries Reneged Total current liabilities Liabilities, Current Purchase accounting measurement period adjustments Adjustments To Additional Paid In Capital, Fair Value Adjustment For Acquisition Adjustments To Additional Paid In Capital, Fair Value Adjustment For Acquisition Previously Reported Previously Reported [Member] Total assets Assets Assets Concentration of credit and revenue risk Concentration Risk, Credit Risk, Policy [Policy Text Block] 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Cost of revenues Cost of Goods and Services Sold Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Schedule of acquired finite-lived intangible assets by major class Schedule of Acquired Finite-Lived Intangible Assets by Major Class [Table Text Block] Purchases of other property and equipment Payments to Acquire Property, Plant, and Equipment Total operating expenses Disposal Group, Including Discontinued Operation, Operating Expense Other long-term liabilities Other Liabilities, Noncurrent Cumulative Effect, Period of Adoption [Axis] Cumulative Effect, Period of Adoption [Axis] Commitments and contingencies (Note 14) Commitments and Contingencies Damages paid, value Loss Contingency, Damages Paid, Value Acquisitions Asset Acquisition [Text Block] Number of customers Asset Acquisition, Use Rights To Customer Payment Stream, Number Of Customers Asset Acquisition, Use Rights To Customer Payment Stream, Number Of Customers Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Intangibles amortization, unfavorable solar renewable energy agreements Intangibles Amortization, Unfavorable Solar Renewable Energy Agreements [Member] Intangibles Amortization, Unfavorable Solar Renewable Energy Agreements Share-Based Compensation Expense Share-Based Payment Arrangement [Text Block] Payment to acquire use rights Asset Acquisition, Consideration Transferred Entity address, city or town Entity Address, City or Town Other assets Business Combination, Provisional Information, Initial Accounting Incomplete, Other Assets Business Combination, Provisional Information, Initial Accounting Incomplete, Other Assets Proceeds from issuance of non-recourse debt Proceeds from Issuance of Long-Term Debt Schedule of fair values of the assets acquired and liabilities assumed by major class Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block] Contingent obligation threshold period Redeemable Noncontrolling Interest, Contingent Obligation Threshold Period Redeemable Noncontrolling Interest, Contingent Obligation Threshold Period Debt Instrument [Axis] Debt Instrument [Axis] Schedule of stock option award activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Long-term liabilities of discontinued operations Disposal Group, Including Discontinued Operation, Liabilities, Noncurrent Equity related to buyout of redeemable noncontrolling interest Temporary Equity, Decrease From Redemptions Or Purchase Of Interests Temporary Equity, Decrease From Redemptions Or Purchase Of Interests Noncontrolling Interest [Abstract] Share-based compensation expense (benefit) Share-Based Payment Arrangement, Expense Accrued expenses Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Accrued Liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Accrued Liabilities Discontinued Operations Disposal Groups, Including Discontinued Operations, Disclosure [Text Block] Net loss attributable to stockholders Net loss attributable to stockholders Net Income (Loss) Attributable to Parent Allocation of consideration to assets acquired and liabilities assumed: Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net [Abstract] Other Commitments [Table] Other Commitments [Table] Granted (in usd per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Amortization of fair value adjustment and deferred financing costs Amortization of Debt Discount (Premium) Cancelled or forfeited (in shares) Cancelled or forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Business Acquisition [Axis] Business Acquisition [Axis] Proceeds from investment related to SEMTH master lease agreement Payments for (Proceeds from) Loans and Leases Entity file number Entity File Number Cash and Cash Equivalents [Axis] Cash and Cash Equivalents [Axis] Accounts payable Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Accounts Payable Business Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Accounts Payable Consolidated Entities [Domain] Consolidated Entities [Domain] Document fiscal year focus Document Fiscal Year Focus Non controlling Interests Noncontrolling Interest [Member] Income Statement [Abstract] Income Statement [Abstract] Entity address, address line one Entity Address, Address Line One Extinguishment of debt, amount Extinguishment of Debt, Amount Lease liability Business Combination, Recognized Identifiable Asset Acquired and Liability Assumed, Lease Obligation Share repurchases Treasury Stock, Value, Acquired, Cost Method Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Tredegar Tredegar [Member] Tredegar Measurement Period Adjustments Business Combination, Provisional Information [Abstract] Numerator: Weighted Average Number of Shares Outstanding, Basic [Abstract] Total Assets, Fair Value Disclosure Unamortized fair value adjustment Debt Instrument, Unamortized Discount (Premium), Net Document period end date Document Period End Date Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table] Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table] Revenue From Contract With Customer, Excluding Assessed Tax Revenue From Contract With Customer, Excluding Assessed Tax [Member] Revenue From Contract With Customer, Excluding Assessed Tax Non-vested, beginning of period (in shares) Non-vested, end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Deferred revenue Increase (Decrease) in Deferred Revenue Public Utility [Axis] Public Utility [Axis] Other assets Increase (Decrease) in Other Current Assets Fair value of common stock (in dollars per share) Measurement Input, Share Price [Member] Net income (loss) from continuing operations per share, diluted (in dollars per share) Income (Loss) from Continuing Operations, Per Diluted Share Accounts payable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Deferred revenue recognized (less than) Contract with Customer, Liability, Revenue Recognized Warrant liabilities Warrants and Rights Outstanding Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Less: Net income (loss) attributable to redeemable noncontrolling interests and noncontrolling interests Net Income (Loss) Attributable to Noncontrolling Interest Document transition report Document Transition Report Drivetrain Drivetrain Disposal Group [Member] Drivetrain Disposal Group Document quarterly report Document Quarterly Report SLA revenues SLA Revenue [Member] SLA Revenue Litigation Case [Domain] Litigation Case [Domain] Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Entity current reporting status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Property and equipment, net Property, Plant and Equipment, Other Types [Member] Asset Acquisition [Domain] Asset Acquisition [Domain] Weighted average shares outstanding, basic (in shares) Weighted Average Number of Shares Outstanding, Basic Business Combination, Separately Recognized Transactions [Line Items] Business Combination, Separately Recognized Transactions [Line Items] Exercise price (in dollars per share) Measurement Input, Exercise Price [Member] Batteries never delivered Loss Contingency, Alleged Batteries Never Delivered Loss Contingency, Alleged Batteries Never Delivered Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest Restricted Stock Units Restricted Stock Units (RSUs) [Member] Other property and equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Accrued professional fees Accrued Professional Fees, Current New York NEW YORK Cancelled or forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Accrued taxes, stock-based compensation Accrued Income Taxes Entity filer category Entity Filer Category Other current liabilities Other Current Liabilities [Table Text Block] Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Accounting Standards Update 2016-13 [Member] EX-101.PRE 10 spru-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 12 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Cover - shares 9 Months Ended Sep. 30, 2024 Nov. 13, 2024 Cover [Abstract] Â Â Document type 10-Q Â Document quarterly report true Â Document period end date Sep. 30, 2024 Â Document transition report false Â Entity file number 001-38971 Â Entity registrant name Spruce Power Holding Corporation Â Entity incorporation, state or country code DE Â Entity tax identification number 83-4109918 Â Entity address, address line one 2000 S Colorado Blvd, Suite 2-825 Â Entity address, city or town Denver Â Entity address, state or province CO Â Entity address, postal zip code 80222 Â City area code (866) Â Local phone number 777-8235 Â Title of 12(b) security Shares of common stock, $0.0001 par value Â Trading symbol SPRU Â Security exchange name NYSE Â Entity current reporting status Yes Â Entity interactive data current Yes Â Entity filer category Non-accelerated Filer Â Entity small business true Â Entity emerging growth company false Â Entity shell company false Â Entity common stock, shares outstanding Â 18,602,612 Entity central index key 0001772720 Â Current fiscal year end date --12-31 Â Document fiscal period focus Q3 Â Document fiscal year focus 2024 Â Amendment flag false Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name:

dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 13 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Unaudited) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash and cash equivalents $ 113,658 $ 141,354 Restricted cash 36,323 31,587 Accounts receivable, net of allowance of $0.9 million and $1.7 million as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, respectively 11,523 9,188 Interest rate swap assets, current 6,723 11,333 Prepaid expenses and other current assets 4,779 9,879 Total current assets 173,006 203,341 Investment related to SEMTH master lease agreement 138,340 143,095 Property and equipment, net 464,695 484,406 Interest rate swap assets, non-current 12,812 16,550 Intangible assets, net 9,267 10,196 Deferred rent assets 3,370 2,454 Right-of-use assets, net 5,029 5,933 Goodwill 0 28,757 Other assets 255 257 Long-term assets of discontinued operations 0 32 Total assets 806,774 895,021 Current liabilities Â Â Accounts payable 858 1,120 Non-recourse debt, current, net 28,351 27,914 Accrued expenses and other current liabilities 30,892 40,634 Deferred revenue, current 1,686 878 Lease liability, current 956 1,166 Current liabilities of discontinued operations 65 0 Total current liabilities 62,808 71,712 Non-recourse debt, non-current, net 577,005 590,866 Deferred revenue, non-current 2,876 1,858 Lease liability, non-current 5,061 5,731 Warrant liabilities 0 17 Unfavorable solar renewable energy agreements, net 3,510 6,108 Interest rate swap liabilities, non-current 607 843 Other long-term liabilities 3,219 3,047 Long-term liabilities of discontinued operations 52 170 Total liabilities 655,138 680,352 Commitments and contingencies (Note 14) Stockholdersâ€™ equity: Â Â Common stock, $0.0001 par value; 350,000,000 shares authorized at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023; 19,398,378 and 18,597,728 shares issued and outstanding at SeptemberÂ 30, 2024, respectively, and 19,093,186 and $18,292,536 shares issued and outstanding at DecemberÂ 31, 2023, respectively 2 2 Additional paid-in capital 477,413 475,654 Accumulated deficit (322,449) (257,888) Treasury stock at cost, 800,650 shares at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 (5,424) (5,424) Noncontrolling interests 2,094 2,325 Total stockholdersâ€™ equity 151,636 214,669 Total liabilities and stockholdersâ€™ equity $ 806,774 $ 895,021 Treasury stock, common, (in shares) 800,650 800,650 Common stock, issued (in shares) 19,398,378 19,093,186 Common stock, outstanding (in shares) 18,597,728 18,292,536 X - DefinitionFinite-Lived Intangible Liabilities, Net + ReferencesNo definition available. + Details Name: spru_FiniteLivedIntangibleLiabilitiesNet Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionInvestments Under Master Lease Agreement + ReferencesNo definition available. + Details Name: spru_InvestmentsUnderMasterLeaseAgreement Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and

discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionValue of common shares held by shareholders. Excludes common shares repurchased and held as treasury shares. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockValueOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of rental income recognized over rental payment required by lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 30 -Name Accounting Standards Codification -Section 25 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479341/842-30-25-11Reference 2: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 840 -SubTopic 20 -Name Accounting Standards Codification -Section 25 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481178/840-20-25-2 + Details Name: us-gaap_DeferredRentReceivablesNetNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled within one year or normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled after one year or the normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 11 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -

Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount classified as liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of beyond one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 11 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_MinorityInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards

Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_OtherLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt classified as other, payable within one year or the operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(13)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_OtherLongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount allocated to previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase

securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 14 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Unaudited) (Parentheticals) - USD ($) $ in Millions Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Allowance for doubtful accounts, current $ 0.9 $ 1.7 Common stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Common stock, authorized (in shares) 350,000,000 350,000,000 Common stock, issued (in shares) 19,398,378 19,093,186 Common stock, outstanding (in shares) 18,597,728 18,292,536 Treasury stock, common, (in shares) 800,650 800,650 X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 15 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Operations (Unaudited) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenues $ 21,378 $ 23,250 $ 61,881 $ 64,158 Operating expenses: Â Â Â Â Cost of revenues 9,657 9,810 28,500 26,257 Selling, general and administrative expenses 13,521 12,391 43,426 44,093 Litigation settlements, net 7,205 26,339 7,205 26,339 Gain on asset disposal (603) (773) (2,055) (4,225) Impairment of goodwill 28,757 0 28,757 0 Total operating expenses 58,537 47,767 105,833 92,464 Loss from operations (37,159) (24,517) (43,952) (28,306) Other (income) expense: Â Â Â Â Interest income (6,265) (8,255) (16,908) (13,846) Interest expense, net 11,367 11,192 29,900 30,815 Change in fair value of warrant liabilities (2) (70) (17) (218) Change in fair value of interest rate swaps 11,328 (8,061) 8,153 (11,663) Other income, net (37) (360) (453) (1,240) Net loss from continuing operations (53,550) (18,963) (64,627) (32,154) Net income (loss) from discontinued operations (including loss on disposal of $0 and $3,083 for the three and nine months ended SeptemberÂ 30, 2023, respectively) (4) (204) 50 (4,253) Net loss (53,554) (19,167) (64,577) (36,407) Less: Net income (loss) attributable to redeemable noncontrolling interests and noncontrolling interests (25) 146 (16) (764) Net loss attributable to stockholders $ (53,529) $ (19,313) $ (64,561) $ (35,643) Net income (loss) from continuing operations per share, basic (in dollars per share) $ (2.88) $ (1.09) $ (3.51) $ (1.78) Net income (loss) from continuing operations per share, diluted (in dollars per share) (2.88) (1.09) (3.51) (1.78) Net income (loss) from discontinued operations - basic (in dollars per share) 0 (0.01) 0 (0.24) Net income (loss) from discontinued operations - diluted (in dollars per share) 0 (0.01) 0 (0.24) Net income (loss) attributable to stockholders per share, basic (in dollars per share) (2.88) (1.11) (3.50) (1.97) Net income (loss) attributable to stockholders per share, diluted (in dollars per share) $ (2.88) $ (1.11) $ (3.50) $ (1.97) Weighted average shares outstanding, basic (in shares) 18,566,015 17,351,796 18,438,375 18,072,115 Weighted-average shares outstanding, diluted (in shares) 18,566,015 17,351,796 18,438,375 18,072,115 X - DefinitionThe aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1 + Details Name: us-gaap_CostOfGoodsAndServicesSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (income) related to adjustment to fair value of warrant liability. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher

FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 13 -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481766/480-10-25-13 + Details Name: us-gaap_FairValueAdjustmentOfWarrants Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate net gain (loss) on all derivative instruments recognized in earnings during the period, before tax effects. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_GainLossOnDerivativeInstrumentsNetPretax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnSaleOfPropertyPlantEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of gain (loss) recognized in settlement of litigation and insurance claims. Excludes claims within an insurance entity's normal claims settlement process. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48 + Details Name: us-gaap_GainLossRelatedToLitigationSettlement Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of income (loss) from continuing operations including portion attributable to the noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_IncomeLossFromContinuingOperationsIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 17: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) derived from continuing operations during the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI 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http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerDilutedShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation including the portion attributable to the noncontrolling interest. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477349/740-270-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic

205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPer basic share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPer diluted share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 5.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479836/810-10-S99-5 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTaxPerDilutedShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: 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10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification 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http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of Net Income (Loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 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https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1B + Details Name: us-gaap_NetIncomeLossAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of revenue and income classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards

Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 6 -Subparagraph (SX 210.12-14(Column E)(Footnote 6)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(1)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_OtherIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherNoncashIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 31: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4J -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4JReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total costs related to selling a firm's product and services, as well as all other general and administrative expenses. Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_SellingGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 16 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Operations (Unaudited) (Parentheticals) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2023 Sep. 30, 2023 Income Statement [Abstract] Â Â Net loss from discontinued operation $ 0 $ 3,083 X - DefinitionAmount after tax of gain (loss) not previously recognized resulting from the disposal of a discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_DiscontinuedOperationGainLossOnDisposalOfDiscontinuedOperationNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 17 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) - USD ($) $ in Thousands Total Impact of ASC 326 adoption Common Stock Additional Paid-In Capital Non controlling Interests Accumulated Deficit Accumulated Deficit Impact of ASC 326 adoption Treasury Stock Accounting Standards Update [Extensible Enumeration] Accounting Standards Update 2016-13 [Member] Â Â Â Â Â Â Â Beginning balance at Dec. 31, 2022 $ 85 Â Â Â Â Â Â Â Redeemable Noncontrolling Interests Â Â Â Â Â Â Â Â Purchase accounting measurement period adjustments 240 Â Â Â Â Â Â Â Â Capital distributions to noncontrolling interests (108) Â Â Â Â Â Â Â Â Net income (loss) (39) Â Â Â Â Â Â Â Â Ending balance at Mar. 31, 2023 178 Â Â Â Â Â Â Â Â Beginning balance (in shares) at Dec. 31, 2022 Â Â 18,046,903 Â Â Â Â Â Beginning balance at Dec. 31, 2022 288,891 $ 1,285 $ 2 $ 473,289 $ 8,942 $ (193,342) $ 1,285 $ 0 Beginning balance (in shares) at Dec. 31, 2022 Â Â Â Â Â Â Â 0 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Â Purchase accounting measurement period adjustments (7,303) Â Â (1,813) (5,490) Â Â Â Â Exercise of stock options (in shares) Â Â 135,210 Â Â Â Â Â Exercise of stock options 283 Â Â 283 Â Â Â Â Issuance of restricted stock (in shares) Â Â 341,490 Â Â Â Â Â Issuance of common stock (in shares) Â Â 25,818 Â Â Â Â Â Issuance of common stock 150 Â Â 150 Â Â Â Â Stock-based compensation expense, net 796 Â Â 796 Â Â Â Â Capital distributions to noncontrolling interests (88) Â Â Â (88) Â Â Â Net income (loss) (18,805) Â Â Â 590 (19,395) Â Â Ending balance (in shares) at Mar. 31, 2023 Â Â 18,549,421 Â Â Â Â Â Ending balance at Mar. 31, 2023 265,209 Â $ 2 472,705 3,954 (211,452) Â $ 0 Ending balance (in shares) at Mar. 31, 2023 Â Â Â Â Â Â Â 0 Redeemable Noncontrolling Interests Â Â Â Â Â Â Â Net income (loss) 21 Â Â Â Â Â Â Â Ending balance at Jun. 30, 2023 199 Â Â Â Â Â Â Â Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Exercise of stock options (in shares) Â Â 111,637 Â Â Â Â Â Exercise of stock options 252 Â Â 252 Â Â Â Â Issuance of restricted stock (in shares) Â Â 106,928 Â Â Â Â Â Share repurchases (in shares) Â Â Â Â Â Â Â 233,022 Share repurchases (1,614) Â Â Â Â Â Â $ (1,614) Stock-based compensation expense, net 593 Â Â 593 Â Â Â Â Capital distributions to noncontrolling interests (57) Â Â Â (57) Â Â Â Net

income (loss) 1,583 Â Â Â (1,482) 3,065 Â Â Ending balance (in shares) at Jun. 30, 2023 Â Â 18,767,986 Â Â Â Â Â Ending balance at Jun. 30, 2023 265,966 Â $ 2 473,550 2,415 (208,387) Â $ (1,614) Ending balance (in shares) at Jun. 30, 2023 Â Â Â Â Â Â Â 233,022 Redeemable Noncontrolling Interests Â Â Â Â Â Â Â Â Buyout of redeemable noncontrolling interests (55) Â Â Â Â Â Â Â Â Equity related to buyout of redeemable noncontrolling interest (139) Â Â Â Â Â Â Â Capital distributions to noncontrolling interests (26) Â Â Â Â Â Â Â Net income (loss) 21 Â Â Â Â Â Â Â Ending balance at Sep. 30, 2023 0 Â Â Â Â Â Â Â Â Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Exercise of stock options (in shares) Â Â 84,245 Â Â Â Â Â Exercise of stock options 165 Â Â 165 Â Â Â Â Issuance of restricted stock (in shares) Â Â 72,895 Â Â Â Â Â Share repurchases (in shares) Â Â Â Â Â Â Â 497,725 Share repurchases (3,505) Â Â Â Â Â Â $ (3,505) Stock-based compensation expense, net 660 Â Â 660 Â Â Â Â Buyout of redeemable noncontrolling interests 139 Â Â Â Â Â Â Â Â Capital distributions to noncontrolling interests (102) Â Â Â (102) Â Â Net income (loss) (19,188) Â Â 125 (19,313) Â Â Ending balance (in shares) at Sep. 30, 2023 Â Â 18,925,126 Â Â Â Â Â Ending balance at Sep. 30, 2023 244,135 Â $ 2 474,514 2,438 (227,700) Â $ (5,119) Ending balance (in shares) at Sep. 30, 2023 Â Â Â Â Â Â Â 730,747 Beginning balance (in shares) at Dec. 31, 2023 Â Â 19,093,186 Â Â Â Â Â Beginning balance at Dec. 31, 2023 $ 214,669 Â $ 2 475,654 2,325 (257,888) Â $ (5,424) Beginning balance (in shares) at Dec. 31, 2023 800,650 Â Â Â Â Â Â 800,650 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of restricted stock (in shares) Â Â 5,060 Â Â Â Â Â Stock-based compensation expense, net $ 821 Â Â 821 Â Â Â Â Capital distributions to noncontrolling interests (76) Â Â Â (76) Â Â Â Net income (loss) (2,450) Â Â Â 4 (2,454) Â Â Ending balance (in shares) at Mar. 31, 2024 Â Â 19,098,246 Â Â Â Â Â Ending balance at Mar. 31, 2024 212,964 Â $ 2 476,475 2,253 (260,342) Â $ (5,424) Ending balance (in shares) at Mar. 31, 2024 Â Â Â Â Â Â Â 800,650 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of restricted stock (in shares) Â Â 259,604 Â Â Â Â Â Stock-based compensation expense, net 236 Â Â 236 Â Â Â Â Capital distributions to noncontrolling interests (64) Â Â Â (64) Â Â Â Net income (loss) (8,573) Â Â Â 5 (8,578) Â Â Ending balance (in shares) at Jun. 30, 2024 Â Â 19,357,850 Â Â Â Â Â Ending balance at Jun. 30, 2024 204,563 Â $ 2 476,711 2,194 (268,920) Â $ (5,424) Ending balance (in shares) at Jun. 30, 2024 Â Â Â Â Â Â Â 800,650 Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Â Issuance of restricted stock (in shares) Â Â 40,528 Â Â Â Â Â Stock-based compensation expense, net 702 Â Â 702 Â Â Â Â Capital distributions to noncontrolling interests (75) Â Â Â (75) Â Â Â Net income (loss) (53,554) Â Â Â (25) (53,529) Â Â Ending balance (in shares) at Sep. 30, 2024 Â Â 19,398,378 Â Â Â Â Â Ending balance at Sep. 30, 2024 $ 151,636 Â $ 2 $ 477,413 $ 2,094 $ (322,449) Â $ (5,424) Ending balance (in shares) at Sep. 30, 2024 800,650 Â Â Â Â Â Â 800,650 X - DefinitionAdjustments To Additional Paid In Capital, Buyout Of Redeemable NonControlling Interest + ReferencesNo definition available. + Details Name: spru_AdjustmentsToAdditionalPaidInCapitalBuyoutOfRedeemableNonControllingInterest Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAdjustments To Additional Paid In Capital, Fair Value Adjustment For Acquisition + ReferencesNo definition available. + Details Name: spru_AdjustmentsToAdditionalPaidInCapitalFairValueAdjustmentForAcquisition Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTemporary Equity, Capital Distributions To Noncontrolling Interests + ReferencesNo definition available. + Details Name: spru_TemporaryEquityCapitalDistributionsToNoncontrollingInterests Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTemporary Equity, Decrease From Redemptions Or Purchase Of Interests + ReferencesNo definition available. + Details Name: spru_TemporaryEquityDecreaseFromRedemptionsOrPurchaseOfInterests Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTemporary Equity, Fair Value Adjustment For Acquisition + ReferencesNo definition available. + Details Name: spru_TemporaryEquityFairValueAdjustmentForAcquisition Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionTemporary Equity Related To Buyout Of Redeemable Noncontrolling Interest + ReferencesNo definition available. + Details Name: spru_TemporaryEquityRelatedToBuyoutOfRedeemableNoncontrollingInterest Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIndicates amendment to accounting standards. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 - SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476173/280-10-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476173/280-10-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 4: 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DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInTemporaryEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDecrease in noncontrolling interest balance from payment of dividends or other distributions by the non-wholly owned subsidiary or partially owned entity, included in the consolidation of the parent entity, to the noncontrolling interest holders. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_MinorityInterestDecreaseFromDistributionsToNoncontrollingInterestHolders Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after income tax of income (loss) including the portion attributable to nonredeemable noncontrolling interest. Excludes the portion attributable to redeemable noncontrolling interest recognized as temporary equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (3) -SubTopic 10 -Topic 480 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_NetIncomeLossIncludingPortionAttributableToNonredeemableNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued as a result of the exercise of stock options. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent and noncontrolling interest. Excludes temporary equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 848 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (a)(3)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483550/848-10-65-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479832/842-10-65-8Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-24Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 23 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-23Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483421/250-10-45-5Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 5 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-5Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (h)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 20 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (i)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480528/815-20-65-6Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 105 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 6 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479343/105-10-65-6Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (f)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 8 -Subparagraph (d)(3) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482615/740-10-65-8Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 10 -Name Accounting Standards Codification -Section 65 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479654/326-10-65-4Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-5Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-17Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20Reference 34: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-3Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-3Reference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 38: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 39: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 40: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 41: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 42: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 43: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 44: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 45: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 46: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-15Reference 47: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-16Reference 48: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 55 -Paragraph 4I -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4IReference 49: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476166/350-60-65-1 + Details Name: us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount, attributable to parent and noncontrolling interests, of an entity's issued and outstanding stock which is not included within permanent equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28 + Details Name: us-gaap_TemporaryEquityCarryingAmountIncludingPortionAttributableToNoncontrollingInterests Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe portion of net income or loss attributable to temporary equity interest. + ReferencesNo definition available. + Details Name: us-gaap_TemporaryEquityNetIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares that have been repurchased during the period and are being held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockSharesAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the cost of common and preferred stock that were repurchased during the period. Recorded using the cost method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockValueAcquiredCostMethod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 18 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Operating activities: Â Â Â Â Â Net income (loss) $ (53,554) $ (19,167) $ (64,577) $ (36,407) Â Adjust for net (income) loss from discontinued operations 4 204 (50) 4,253 Â Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Stock-based compensation expense, net Â Â 1,759 2,049 Â Bad debt expense Â Â 1,128 2,436 $ 1,841 Amortization of deferred revenue Â Â (671) 0 Â Depreciation and amortization expense Â Â 15,695 16,445 Â Impairment of goodwill 28,757 0 28,757 0 0 Accretion expense Â Â 181 0 Â Change in fair value of interest rate swaps 11,328 (8,061) 8,153 (11,663) Â Change in fair value of warrant liabilities Â Â (17) (218) Â Interest income related to SEMTH master lease agreement Â Â (12,159) (7,658) Â Gain on disposal of assets Â Â (2,055) (4,225) Â Change in operating right-of-use assets Â Â 24 49 Â Amortization of fair value adjustment and deferred financing costs Â Â 4,447 4,390 Â Changes in operating assets and liabilities: Â Â Â Â Â Accounts receivable, net Â Â (3,463) (5,166) Â Deferred rent assets Â Â (916) (488) Â Prepaid expenses and other current assets Â Â 4,961 (1,992) Â Other assets Â Â 2 124 Â Accounts payable Â Â (262) (1,667) Â Accrued expenses and other current liabilities Â Â (11,735) 25,212 Â Other long-term liabilities Â Â (9) 5 Â Deferred revenue Â Â 2,541 701 Â Net cash used in continuing operating activities Â Â (28,266) (13,820) Â Net cash used in discontinued operating activities Â Â (87) (2,104) Â Net cash used in operating activities Â Â (28,353) (15,924) Â Investing activities: Â Â Â Â Â Proceeds from sale of solar energy systems Â Â 4,712 5,068 Â Proceeds from investment related to SEMTH master lease agreement Â Â 18,868 13,188 Â Cash paid for acquisitions, net of cash acquired Â Â 0 (43,097) Â Purchases of other property and equipment Â Â (182) (285) Â Net cash provided by (used in) continuing investing activities Â Â 23,398 (25,126) Â Net cash provided by discontinued investing activities Â Â 0 325 Â Net cash provided by (used in) investing activities Â Â 23,398 (24,801) Â Financing activities: Â Â Â Â Â Repayments of long-term non-recourse debt Â Â (145,763) (22,821) Â Proceeds from issuance of non-recourse debt Â Â 130,000 21,396 Â Repayments under financing leases Â Â 0 (165) Â Payment of deferred financing costs Â Â (2,108) (391) Â Proceeds from issuance of common stock Â Â 0 150 Â Proceeds from exercise of stock options Â Â 0 700 Â Share repurchases Â Â 0 (5,119) Â Buyout of redeemable non-controlling interest Â Â 0 (55) Â Capital distributions to redeemable noncontrolling interests and noncontrolling interests Â Â (215) (381) Â Net cash used in continuing financing activities Â Â (18,086) (6,686) Â Net cash provided by discontinued financing activities Â Â 81 0 Â Net cash used in financing activities Â Â (18,005) (6,686) Â Net change in cash and cash equivalents and restricted cash: Â Â (22,960) (47,411) Â Cash and cash equivalents and restricted cash, beginning of period Â Â 172,941 240,144 240,144 Cash and cash equivalents and restricted cash, end of period $ 149,981 $ 192,733 149,981 192,733 $ 172,941 Supplemental disclosure of cash flow information: Â Â Â Â Â Cash paid for interest Â Â 22,021 24,105 Â Supplemental disclosures of noncash investing and financing information: Â Â Â Â Â Right-of-use assets obtained in exchange for lease liability Â Â 0 933 Â Settlement of operating lease liability Â Â 0 436 Â Settlement of finance lease liability Â Â $ 0 $ (43) Â X - DefinitionAmortization Of Deferred Revenue + ReferencesNo definition available. + Details Name: spru_AmortizationOfDeferredRevenue Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncrease (Decrease) In Finance Lease Liability + ReferencesNo definition available. + Details Name: spru_IncreaseDecreaseInFinanceLeaseLiability Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease (Decrease) In Operating Lease, Right Of Use Assets + ReferencesNo definition available. + Details Name: spru_IncreaseDecreaseInOperatingLeaseRightOfUseAssets Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionInterest Income, Master Lease Agreement + ReferencesNo definition available. + Details Name: spru_InterestIncomeMasterLeaseAgreement Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount recognized for the passage of time, typically for liabilities, that have been discounted to their net present values. Excludes accretion associated with asset retirement obligations. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481639/420-10-35-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_AccretionExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of financing activities of discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-

gaap_CashProvidedByUsedInFinancingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of investing activities of discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_CashProvidedByUsedInInvestingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of operating activities of discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_CashProvidedByUsedInOperatingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current period expense charged against earnings on long-lived, physical assets not used in production, and which are not intended for resale, to allocate or recognize the cost of such assets over their useful lives; or to record the reduction in book value of an intangible asset over the benefit period of such asset; or to reflect consumption during the period of an asset that is not used in production. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_DepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in the fair value of derivatives recognized in the income statement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_DerivativeGainLossOnDerivativeNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow for principal payment on finance lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5 + Details Name: us-gaap_FinanceLeasePrincipalPayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAggregate net gain (loss) on all derivative instruments recognized in earnings during the period, before tax effects. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_GainLossOnDerivativeInstrumentsNetPretax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of gain (loss) on sale or disposal of other assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnSaleOfOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation including the portion attributable to the noncontrolling interest. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477349/740-270-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, before refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_IncomeTaxesPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInDeferredRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInInventories Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in other obligations or expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherAccountsPayableAndAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in current assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInOtherCurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent operating liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) of financing activities, excluding discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) of investing activities, excluding discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, excluding discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-

gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe value of the noncash (or part noncash) consideration given (for example, liability, equity) in a transaction. Noncash is defined as transactions during a period that do not result in cash receipts or cash payments in the period. "Part noncash" refers to that portion of a transaction not resulting in cash receipts or cash payments in the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_OtherSignificantNoncashTransactionValueOfConsiderationGiven1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe net cash outflow or inflow for the increase (decrease) in the beginning and end of period of loan and lease balances which are not originated or purchased specifically for resale. Includes cash payments and proceeds associated with (a) loans held-for-investment, (b) leases held-for-investment, and (c) both. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479024/942-230-45-1 + Details Name: us-gaap_PaymentsForProceedsFromLoansAndLeases Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow during the period for redemption of redeemable noncontrolling interests. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfRedeemableNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for loan and debt issuance costs. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsOfFinancingCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to a noncontrolling interest. Includes, but not limited to, reduction of noncontrolling interest ownership. Excludes dividends paid to the noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsToMinorityShareholders Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from the additional capital contribution to the entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from a debt initially having maturity due after one year or beyond the operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromIssuanceOfLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from the sale of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A - Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name 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-Paragraph 4K -Publisher FASB -URI https://asc.fasb.org/1943274/2147481175/810-10-55-4KReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-2Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_ProfitLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_RepaymentsOfLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase in right-of-use asset obtained in exchange for finance lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_RightOfUseAssetObtainedInExchangeForFinanceLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 19 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Organization and Description of Business 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Organization and Description of Business Organization and Description of BusinessDescription of BusinessSpruce Power Holding Corporation and its subsidiaries (â€œSpruce Powerâ€ or the â€œCompanyâ€) is a leading owner and operator of distributed solar energy assets across the United States (the â€œU.S.â€), offering subscription-based services to approximately 75,000 home solar assets and customer contracts, making renewable energy more accessible to everyone.The Company is engaged in the ownership and maintenance of home solar energy systems for

homeowners in the U.S. The Company provides clean, solar energy typically at savings compared to traditional utility energy. The Companyâ€™s primary customers are homeowners and the Companyâ€™s core solar service offerings generate revenues primarily through (i) the sale of electricity generated by its home solar energy systems to homeowners pursuant to long-term agreements, which requires the Companyâ€™s subscribers to make recurring monthly payments, (ii) third party contracts to sell solar renewable energy credits (â€œSRECsâ€) generated by the solar energy systems for fixed prices and (iii) the servicing of those agreements for other institutional owners of home solar energy systems. In addition, the Company generates cash flows and earns interest income from an investment through a master lease agreement described below.The Company holds subsidiary fund companies, defined below as the Funds, that own and operate portfolios of home solar energy systems, which are subject to solar lease agreements (â€œSLAsâ€) and power purchase agreements (â€œPPAsâ€, together with the SLAs, â€œCustomer Agreementsâ€) with residential customers who benefit from the production of electricity generated by the solar energy systems. The solar energy systems may qualify for subsidies, renewable energy credits and other incentives as provided by various states and local agencies. These benefits have generally been retained by the Company's subsidiaries that own the systems, with the exception of the investment tax credit (â€œITCsâ€) under Section 48 of the Internal Revenue Code, as amended, which were generally passed through to the various financing partners of the solar energy systems. The Company also offers services which include asset management services and operating and maintenance services for home solar energy systems. Historically, the Company provided fleet electrification solutions for commercial vehicles in North America, offering its systems for vehicle electrification (the â€œDrivetrainâ€ operations) and through its energy efficiency and infrastructure solutions business, offering and installing charging stations to enable customers develop the charging infrastructure required for their electrified vehicles (the â€œXL Gridâ€ operations). The Company ceased the Drivetrain and XL Grid operations in late 2022, and both are presented as discontinued operations in the unaudited condensed consolidated financial statements (see Note 16. Discontinued Operations). X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies Summary of Significant Accounting PoliciesBasis of unaudited condensed consolidated financial statement presentationThe accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and Article 8 of Regulation S-X. The Company has condensed or omitted certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP pursuant to the applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial reporting. As such, these interim unaudited condensed consolidated financial statements should be read in conjunction with the Companyâ€™s 2023 annual audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2023. The Companyâ€™s interim unaudited condensed consolidated financial statements reflect all normal and recurring adjustments necessary, in its opinion, to state fairly the financial position and results of operations for the reported periods. Amounts reported for interim periods may not be indicative of a full year period due to the Companyâ€™s continual growth, seasonal fluctuations in solar energy generation, timing of maintenance and other expenditures, changes in interest expense and other factors.The Company's accompanying unaudited condensed consolidated financial statements include the accounts of its wholly owned subsidiaries and variable interest entities (â€œVIEsâ€), for which the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the Companyâ€™s current presentation and such reclassifications had no effect on the Companyâ€™s previously reported financial position, results of operations, or cash flows.On October 6, 2023, the Company effected a one-for-eight reverse stock split with respect to its issued and outstanding shares of common stock (the â€œReverse Stock Splitâ€). Excluding the par value and the number of authorized shares of the Companyâ€™s common stock, all share amounts, all per share amounts, and the values of the common stock outstanding and related effect on additional paid in capital included in this Form 10-Q have been retrospectively presented as if the Reverse Stock Split had been effective from the beginning of the earliest period presented.Use of estimatesThe preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet date, as well as reported amounts of income and expenses during the reporting period. The Companyâ€™s most significant estimates and judgments involve (i) deferred income taxes, (ii) warranty reserves, (iii) valuation of stock-based compensation, (iv) valuation of warrant liability, (v) the useful lives of certain assets and liabilities, (vi) the allowance for current expected credit losses and (vii) the valuation of business combinations, including the fair values and useful lives of acquired assets and assumed liabilities, goodwill and the fair value of purchase consideration of asset acquisitions. Management bases its estimates on historical experience and on various other assumptions believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to the Companyâ€™s financial statements.Variable interest entitiesThe Company consolidates any VIE of which it is the primary beneficiary. The Company formed or acquired VIEs which are partially funded by tax equity investors in order to facilitate the funding and monetization of certain attributes associated with solar energy systems. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. A variable interest holder is required to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when the Company is not considered the primary beneficiary. The Company evaluates its relationships with the VIEs on an ongoing basis to determine if it is the primary beneficiary. The Company's initial investments in Volta Solar Owner II, LLC and ORE F4 HoldCo, LLC (collectively, the â€œFundsâ€) were determined to be VIEs and remained as such as of SeptemberÂ 30, 2024. During the three months ended SeptemberÂ 30, 2023, the Company purchased all membership interests in Level Solar Fund IV and it ceased being a VIE as of SeptemberÂ 30, 2023.Cash and cash equivalentsThe Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents include cash held in banks, money market accounts, and U.S. Treasury securities. Cash equivalents are carried at cost, which approximates fair value due to their short-term nature. The Companyâ€™s cash and cash equivalents are placed with large financial institutions, and at times exceed federally insured limits. To date, the Company has not experienced any credit loss relating to its cash and cash equivalents.Concentration of credit and revenue risksFinancial instruments which potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents. At times, such cash may be in excess of the Federal Deposit Insurance Corporation limit. At SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had cash in excess of the $250,000 federally insured limit. The Company believes that its credit risk is not significant on cash and cash equivalents as most of the balances are kept in treasury bills, which are government backed securities.For the three and nine months ended September 30, 2024 and 2023, the Company had no customers that represented at least 10% of the Companyâ€™s revenues. As of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had no customers that represented at least 10% of the Companyâ€™s accounts receivable balances.Restricted cashRestricted cash held at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 of $36.3 million and $31.6 million, respectively, primarily consists of cash that is subject to restriction due to provisions in the Company's financing agreements and the operating agreements of the Funds. The carrying amount reported in the unaudited condensed consolidated balance sheets for restricted cash approximates its fair value.The following table provides a reconciliation of the Companyâ€™s cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:As of(Amounts in thousands)September 30, 2024September 30, 2023Cash and cash equivalents$113,658Â $154,209Â Restricted cash36,323Â 38,524Â Total cash, cash equivalents and restricted cash$149,981Â $192,733Â Accounts receivable, netAccounts receivable primarily represent amounts due from the Companyâ€™s customers. Accounts receivable is recorded net of an allowance for expected credit losses, which is determined by the Companyâ€™s assessment of the collectability of customer accounts based on the best available data at the time of the assessment. Management reviews the allowance by considering factors such as historical experience, contractual term, aging category and current economic conditions that may affect customers. The following table presents the changes in the allowance for credit losses recorded against accounts receivable, net on the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Balance at the beginning of the period$1,693Â $12,164Â Impact of ASC 326 adoptionâ€”Â (1,285)Write-off of uncollectible accounts(1,881)(11,447)Provision recognized upon valuation of assets acquiredâ€”Â 420Â Provision for current expected credit losses1,128Â 1,841Â Balance at the end of the period$940Â $1,693Â Investment related to SEMTH master lease agreement and interest incomeThe Company accounts for its investment related to the SEMTH (as defined below) master lease agreement in accordance with Accounting Standards Codification (â€œASCâ€) 325-40, Investmentsâ€”Otherâ€”Beneficial Interests in Securitized Financial Assets. The Company recognizes accretable yield as interest income over the life of the related beneficial interest using the effective yield method, which is reflected within interest income in the unaudited condensed consolidated statements of operations in the amount of $4.8Â million and $12.3Â million for the three and nine months ended September 30, 2024, respectively. On a recurring basis, the Company evaluates changes in the cash flows expected to be collected from the cash flows previously projected, and when favorable or adverse changes are deemed other than temporary, the Company prospectively updates its expectation of cash flows to be collected and recalculates the amount of accretable yield for the related beneficial interest.Favorable or adverse changes deemed other than temporary are accounted for as a change in estimate in conformity with ASC 250, Accounting Changes and Error Corrections, with the amount of periodic accretion adjusted over the remaining life of the master lease agreement. During the three months period ended SeptemberÂ 30, 2024, the Company revised its estimated cash flows expected to be collected related to the SEMTH master lease agreement. As a result, the Company recognized additional accretable yield of $0.9Â million within interest income in the unaudited condensed consolidated statements of operations. The Company estimates approximately $3.0Â million of additional interest income per year over the life of the related beneficial interest.Impairment of long-lived assetsThe Company reviews long-lived assets, such as property and equipment and intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that an asset groupâ€™s carrying amount may not be recoverable. The Company groups assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluates the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset group is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value. There were no long-lived asset impairment charges for the three and nine months ended September 30, 2024 and 2023.Impairment of goodwillGoodwill represents the excess of cost over the fair market value of tangible and intangible assets acquired and liabilities assumed of acquired businesses. Goodwill is not amortized, however it is annually tested for impairment, or more frequently if events or circumstances indicate that the carrying amount of goodwill may be impaired. The Company has historically recorded goodwill in connection with its business acquisitions. The Company performs its annual goodwill impairment assessment on October 1 of each fiscal year, or more frequently if events or circumstances arise which indicate that goodwill may be impaired. An assessment can be performed by first completing a qualitative assessment of the Companyâ€™s single reporting unit. The Company can also bypass the qualitative assessment in any period and proceed directly to the quantitative impairment test, and then resume the qualitative assessment in any subsequent period. Qualitative indicators that may trigger the need for annual or interim quantitative impairment testing include, among other things, deterioration in macroeconomic conditions, declining financial performance, deterioration in the operational environment, or an expectation of selling or disposing of a portion of the reporting unit. Additionally, a significant change in business climate, a loss of a significant customer, increased competition, a sustained decrease in share price, or a decrease in estimated fair value below book value may trigger the need for interim impairment testing of goodwill.If the Company believes that, as a result of its qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative impairment test is required. The quantitative test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recorded as a reduction to goodwill with a corresponding charge to earnings in the period the goodwill is determined to be impaired. The income tax effect associated with an impairment of tax-deductible goodwill is also considered in the measurement of the goodwill impairment. Any goodwill impairment is limited to the total amount of goodwill.The Company evaluates the fair value of the Companyâ€™s reporting unit using the market and income approach. Under the market approach, the Company uses multiples of EBITDA or revenues of the comparable guideline public companies by selecting a population of public companies with similar operations and attributes. Using this guideline public company data, a range of multiples of enterprise value to EBITDA or revenue is calculated. The income approach of computing fair value is based on the present value of the expected future economic benefits generated by the asset or business, such as cash flows or profits which will then be compared to its book value. See Note 11. Goodwill for further information on the Companyâ€™s determination relating to impairment of goodwill.ContingenciesWhen it is probable that a loss has occurred and the loss amount can be reasonably estimated, the Company records liabilities for loss contingencies. In certain cases, the Company may be covered by one or more corporate insurance policies, resulting in insurance loss recoveries. When such recoveries are in excess of a loss recognized in the Companyâ€™s financial statements, the Company recognizes a gain contingency at the earlier of when the gain has been realized or when it is realizable, however when the Company expects recovery of proceeds up to the amount of the loss recognized, a receivable, which offsets the related loss contingency, is recognized when realization of the claim for recovery is determined to be probable.Fair value measurementsThe fair value of the Companyâ€™s financial assets and liabilities reflects Managementâ€™s estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. For assets and liabilities measured at fair value on a recurring and nonrecurring basis, a three-level hierarchy of measurements based upon observable and unobservable inputs is used to arrive at fair value. Observable inputs are developed based on market data obtained from independent sources, while unobservable inputs reflect the Companyâ€™s assumptions about valuation based on the best information available in the circumstances. Depending on the inputs, the Company classifies each fair value measurement as follows:â€¢Level 1: Observable inputs that reflect unadjusted quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.â€¢Level 2: Observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.â€¢Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy must be determined based on the lowest level input that is significant to the fair value measurement. An assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability being measured.The Companyâ€™s financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, net, accounts payable, accrued expenses and other current liabilities, non-recourse debt, and interest rate swaps. The carrying value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses and other current liabilities approximates fair value due to the short-term nature of those instruments. See Note 10. Fair Value Measurements for additional information on assets and liabilities measured at fair value.RevenuesThe Companyâ€™s revenue is derived from its home solar energy portfolio and servicing platform, which primarily generates revenue through the sale to homeowners of power generated by the home solar energy systems and the rental of solar equipment by certain homeowners, pursuant to long-term agreements. Pursuant to Accounting Standard Codification 606 (â€œASC 606â€) defined below, the

Company has elected the â€œright to invoiceâ€ practical expedient, and revenues for the performance obligations related to energy generation and servicing revenue are recognized as services are rendered based upon the underlying contractual arrangements. The following table presents the detail of the Companyâ€™s revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)2024202320242023PPA revenues$11,458Â $11,370Â $31,297Â $30,731Â SLA revenues6,702Â 7,596Â 20,574Â 22,543Â Solar renewable energy credit revenues1,222Â 2,072Â 4,396Â 5,268Â Government incentives110Â 68Â 333Â 164Â Servicing revenues178Â 100Â 534Â 325Â Intangibles amortization, unfavorable solar renewable energy agreements746Â 974Â 2,239Â 2,393Â Other revenues962Â 1,070Â 2,508Â 2,734Â Total$21,378Â $23,250Â $61,881Â $64,158Â Energy generationCustomers purchase solar energy from the Company under PPAs or SLAs, both defined above. Revenue is recognized from contracts with customers as performance obligations are satisfied at a transaction price reflecting an amount of consideration based upon an estimated rate of return which is expressed as the solar rate per kilowatt hour or a flat rate per month as defined in the customer contracts. â€¢PPA revenues - Under ASC 606, Revenue from Contracts with Customers issued by the Financial Accounting Standards Board (â€œFASBâ€), PPA revenue is recognized when generated based upon the amount of electricity delivered as determined by remote monitoring equipment at solar rates specified under the PPAs. â€¢SLA revenues - The Company has SLAs, which do not meet the definition of a lease under ASC 842, Leases, and are accounted for as contracts with customers under ASC 606. Revenue is recognized on a straight-line basis over the contract term as the obligation to provide continuous access to the solar energy system is satisfied. The amount of revenue recognized may not equal customer cash payments due to the performance obligation being satisfied ahead of cash receipt or evenly as continuous access to the solar energy system has been provided. The differences between revenue recognition and cash payments received are reflected as deferred rent assets on the unaudited condensed consolidated balance sheets. Certain SLAs contain provisions to provide customers a performance guarantee that each solar energy system will achieve certain specified minimum solar energy production output. If the solar energy system does not produce the guaranteed production amount, the Company is obligated to pay a performance guarantee calculated as the product of (a) the shortfall production amount and (b) guaranteed rate per kWh as defined in the SLA.Solar renewable energy credit revenuesThe Company enters contracts with third parties to sell Solar Renewable Energy Credits ("SRECs") generated by the solar energy systems for fixed prices. Certain contracts that meet the definition of a derivative may be exempted as normal purchase or normal sales transactions ("NPNS"). NPNS are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period in the normal course of business. Certain SREC contracts meet these requirements and are designated as NPNS contracts. Such SRECs are exempted from the derivative accounting and reporting requirements, and the Company recognizes revenues in accordance with ASC 606. The Company recognizes revenue for SRECs based on pricing predetermined within the respective contracts at a point in time when the SRECs are transferred. As SRECs can be sold separate from the actual electricity generated by the renewable-based generation source, the Company accounts for the SRECs it generates from its solar energy systems as governmental incentives and do not consider those SRECs output of the underlying solar energy systems. The Company classifies these SRECs as inventory held until sold and delivered to third parties. As the Company did not incur costs to obtain these governmental incentives, the inventory carrying value for the SRECs was $0 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.Deferred revenueDeferred revenue consists of amounts for which the criteria for revenue recognition have not yet been met and includes prepayments received for unfulfilled performance obligations that will be recognized on a straight-line basis over the remaining term of the respective customer agreements. Deferred revenue, in the aggregate, as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 was $4.6Â million and $2.7Â million, respectively. The Company recognized revenues of $0.1Â million related to deferred revenue as of the start of the period during each of the three and nine months ended September 30, 2024 and 2023.Income taxesThe Company accounts for income taxes using the asset and liability method under which deferred tax liabilities and assets are recognized for the expected future tax consequences of temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities and net operating loss and tax credit carryforwards. Deferred income taxes are provided for the temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and net operating loss carry-forwards and credits. Deferred tax assets and liabilities are measured using enacted rates in effect for the year in which the differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized in the unaudited condensed consolidated statements of operations in the period in which the enactment rate changes. The ultimate recovery of deferred tax assets is dependent upon the amount and timing of future taxable income and other factors, such as the taxing jurisdiction in which the asset is to be recovered. Deferred tax assets are reduced through the establishment of a valuation allowance if, based on available evidence, it is more likely than not that the deferred tax assets will not be realized.Uncertain tax positions taken or expected to be taken in a tax return are accounted for using the more likely than not threshold for financial statement recognition and measurement. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. For the three and nine months ended September 30, 2024 and 2023, there were no uncertain tax positions taken or expected to be taken in the Companyâ€™s tax returns.In the normal course of business, the Company is subject to regular audits by U.S. federal and state and local tax authorities. With few exceptions, the Company is no longer subject to federal, state or local tax examinations by tax authorities in its major jurisdictions for tax years prior to 2021. However, net operating loss carryforwards remain subject to examination to the extent they are carried forward and impact a year that is open to examination by tax authorities.The Company did not recognize any tax related interest or penalties during the periods presented in the accompanying unaudited condensed consolidated financial statements, however, would record any such interest and penalties as a component of the provision for income taxes.There has historically been no federal or state provision for income taxes since the Company has historically incurred net operating losses and maintains a full valuation allowance against its net deferred tax assets. For the three and nine months ended September 30, 2024 and 2023, the Company recognized no provision for income taxes consistent with its losses incurred and the valuation allowance against its deferred tax assets. As a result, the Company's effective income tax rate was 0% for the three and nine months ended September 30, 2024 and 2023. Related partiesA party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, the board of directors, as well as members of their immediate families and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or that has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party.SEC Climate Disclosure RuleIn March 2024, the SEC adopted final rules requiring public entities to disclose certain climate-related information in their registration statements and annual reports. The rules will be effective for non-accelerated filers and smaller reporting companies commencing with the fiscal year beginning on or after January 1, 2027. In April 2024, the SEC issued an administrative stay of the implementation of these rules, pending judicial review. The Company is evaluating the impact of the final rules on its unaudited condensed consolidated financial statements and related disclosures.Recent Accounting PronouncementsIn December 2023, the FASB issued Accounting Standards Update (â€œASUâ€) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, (â€œASU 2023-09â€), which requires enhancements regarding the transparency and decision usefulness of income tax disclosures. ASU 2023-09 is effective for the Company on December 31, 2025. The Company will adopt this ASU as of December 31, 2025 and will prospectively apply its requirements to income tax disclosures presented in the notes to the condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements.In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvement to Reportable Segment Disclosures, (â€œASU 2023-07â€), which requires enhanced disclosures for reportable segments, primarily in relation to significant segment expenses, even in the event an entity has a single reportable segment in accordance with Topic 280. ASU 2023-07 is effective for the Company on December 31, 2024. The Company will adopt this ASU as of December 31, 2024 and will retrospectively apply its requirements to all prior periods based on the significant segment expense categories identified and disclosed in its condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combinations 9 Months Ended Sep. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Business Combinations Business CombinationsLegacy Spruce PowerOn September 9, 2022 (the â€œAcquisition Dateâ€), the Company acquired Spruce Holding Company 1 LLC, Spruce Holding Company 2 LLC, Spruce Holding Company 3 LLC, and Spruce Manager LLC (collectively and together with their subsidiaries, â€œLegacy Spruce Powerâ€) for $32.6Â million, which consisted of cash payments of $61.8Â million less cash and restricted cash acquired of $29.2Â million. Management evaluated which entity should be considered the accounting acquirer in the transaction by giving consideration to the form of consideration transferred, the composition of the equity holders, the composition of voting rights of the Board of Directors, continuity of management structure, and size of the respective organizations. Based on the evaluation of the applicable factors, management noted that all factors, with the exception of the relative size of organization, were indicators that the Company was the acquiring entity resulting in managementâ€™s conclusion that for accounting purposes, the Company acquired Legacy Spruce Power.The acquisition was accounted for as a business combination. The Company allocated the Legacy Spruce Power purchase price to tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of the Acquisition Date. The excess of the purchase price over those fair values was recorded as goodwill. The Companyâ€™s evaluations of the facts and circumstances available as of the Acquisition Date, to assign fair values to assets acquired and liabilities assumed, remained ongoing subsequent to the Acquisition Date. As the Company completed further analysis of assets including solar systems, intangible assets, as well as noncontrolling interests and non-recourse debt, additional information on the assets acquired and liabilities assumed became available. Changes in information related to the value of net assets acquired changed the amount of the purchase price initially assigned to goodwill, and as a result, the fair values set forth below were subject to adjustments as additional information was obtained and valuations completed. These provisional adjustments were recognized during the reporting period in which the adjustments were determined. The Company has finalized its purchase price allocation as of September 8, 2023.Accounting for business combinations requires management to make significant estimates and assumptions, especially at the Acquisition Date, including the Companyâ€™s estimates of the fair value of solar systems, production based incentives, solar renewable energy agreements, non-controlling interest, trade name and non-recourse debt, where applicable. The Company believes the assumptions and estimates are based on information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing solar systems under the income approach include future expected cash flows and discount rate. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.The following table summarizes the purchase price allocation of the fair value of assets acquired and liabilities assumed in the acquisition of Legacy Spruce Power, as adjusted, during the measurement period:(Amounts in thousands)Initial Purchase Price AllocationMeasurement Period AdjustmentsUpdated Purchase Price AllocationTotal purchase consideration:Cash, net of cash acquired, and restricted cash$32,585Â $â€”Â $32,585Â Allocation of consideration to assets acquired and liabilities assumed:Accounts receivable, net10,995Â â€”Â 10,995Â Prepaid expenses and other current assets6,768Â (2,405)4,363Â Solar energy systems406,298Â 89,268Â 495,566Â Other property and equipment337Â â€”Â 337Â Intangible assetsâ€”Â 11,980Â 11,980Â Interest rate swap assets26,698Â â€”Â 26,698Â Right-of-use asset3,279Â (328)2,951Â Other assets358Â (102)256Â Goodwill158,636Â (129,879)28,757Â Accounts payable(2,620)(22)(2,642)Unfavorable solar renewable energy agreementsâ€”Â (10,500)(10,500)Accrued expenses(13,061)(241)(13,302)Lease liability(3,382)42Â (3,340)Long-term debt(510,002)2,772Â (507,230)Other liabilities(335)292Â (43)Redeemable noncontrolling interests and noncontrolling interests(51,384)39,123Â (12,261)Total assets acquired and liabilities assumed$32,585Â $â€”Â $32,585Â As reflected in the preceding table, as a result of third party valuation reports received in the first quarter of 2023, the Company adjusted solar energy systems and intangible assets with corresponding changes to goodwill. In the first quarter of 2023, due to a change in the provisional amounts assigned to intangible assets and solar energy systems, the Company recognized $0.4 million of revenue, $1.9 million of depreciation expense and $0.4 million of trade name amortization, of which $0.5 million of revenue, $0.9 million of depreciation expense and $0.3 million of trade name amortization related to the previous year.During the first quarter of 2023, the Company adjusted the fair value of its noncontrolling interest and its redeemable noncontrolling interest in the Company's financials, which resulted in related downward revision of $5.5 million and upward revision of $0.2 million, respectively. Additional paid in capital was also downward revised by $1.8 million, which included the fair value adjustment associated with the purchase of 100% of the membership interests in Ampere Solar Owner IV, LLC, ORE F5A HoldCo, LLC, ORE F6 HoldCo, LLC, RPV Fund 11 LLC and RPV Fund 13 LLC, Sunserve Residential Solar I, LLC's and Level Solar Fund III, LLC in 2022.The gross intangibles acquired are amortized over their respective estimated useful lives as follows:(Amounts in thousands)AssetLiabilityEstimated Life (in years)Solar renewable energy agreements$340Â $10,500Â 3 to 6Performance based incentives agreements3,240Â â€”Â 13Trade name8,400Â â€”Â 30Total intangibles acquired$11,980Â $10,500Â The weighted-average useful life of the intangibles identified above is approximately 16 years, which approximates the period over which the Company expects to gain the estimated economic benefits.Goodwill represents the excess of the purchase consideration over the estimated fair value of the net assets acquired. Goodwill is primarily attributable to the Company's ability to leverage and use its existing capital and access to capital markets along with Legacy Spruce Power's established operations and mergers and acquisition capabilities to grow the Spruce Power business. X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for a business combination (or series of individually immaterial business combinations) completed during the period, including background, timing, and recognized assets and liabilities. The disclosure may include leverage buyout transactions (as applicable). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-5Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/805/tableOfContent + Details Name: us-gaap_BusinessCombinationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Acquisitions 9 Months Ended Sep. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Acquisitions Acquisitions SEMTH Master Lease AgreementIn furtherance of its growth strategy, on March 23, 2023, the Company completed the acquisition of all the issued and outstanding interests in SS Holdings 2017, LLC and its subsidiaries (â€œSEMTHâ€) from certain funds, pursuant to a membership interest purchase and sale agreement dated March 23, 2023 (the â€œSEMTH Acquisitionâ€). SEMTHâ€™s assets include 20-year use rights to customer payment streams of approximately 22,500 home SLAs and PPAs (the â€œSEMTH Master Leaseâ€). The Company acquired SEMTH for approximately $23.0Â million of cash, net of cash received, and assumed $125.0Â million of outstanding senior indebtedness under the SP4 Facility (See Note 8. Non-Recourse Debt) and interest rate swaps with Deutsche Bank AG, New York Bank held by SEMTH and its subsidiaries at the close of the acquisition.The purchase of SEMTH's future revenue has been accounted for as an acquisition of financial assets. Under the acquisition method, the purchase price was allocated to the assets acquired and liabilities assumed based on their relative fair value. All fair value measurements of assets acquired and liabilities assumed were based on significant estimates and assumptions, including Level 3 (unobservable) inputs, which require judgment. Estimates and assumptions include the projected timing and amount of future cash flows, discount rates reflecting risk inherent in future cash flows and future utility prices.For the purposes of establishing the fair value of the Company's investment in the SEMTH Master Lease, its analysis considered cash flows beginning in March 2023 (the effective date of the transaction). The Company estimated the fair value of its investment in the SEMTH Master Lease to be approximately

$146.9Â million on the transaction date.Tredegar AcquisitionOn August 18, 2023, the Company acquired approximately 2,400 home solar assets and contracts from a publicly traded, regulated utility company for $20.9Â million (the â€œTredegar Acquisitionâ€). The home solar assets acquired had an average remaining contract life of approximately 11 years. The Tredegar Acquisition was funded by term loans from the concurrent amendment of the Companyâ€™s existing debt facility as of the acquisition date. The Tredegar Acquisition has been accounted for as an acquisition of assets, wherein the total consideration paid was allocated to the assets acquired and liabilities assumed based on their relative fair value. The Companyâ€™s determination of the fair value of assets acquired and liabilities assumed was based on an independent third-party valuation, which involved significant estimates and assumptions, including Level 3 (unobservable) inputs, using the income method approach to value long-lived assets. The Company estimated the fair value of the Tredegar Acquisition to be approximately $21.2Â million, inclusive of transaction costs of $0.3Â million, of which $19.6Â million was allocated to the solar energy systems. X - DefinitionThe entire disclosure for asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3 + Details Name: us-gaap_AssetAcquisitionTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, Net 9 Months Ended Sep. 30, 2024 Property, Plant and Equipment [Abstract] Â Property and Equipment, Net Property and Equipment, NetProperty and equipment, net consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023: As of(Amounts in thousands)September 30, 2024December 31, 2023Solar energy systems$510,947Â $513,526Â Less: Accumulated depreciation(46,732)(29,594)Solar energy systems, net$464,215Â $483,932Â Equipment$â€”Â $157Â Furniture and fixtures430Â 461Â Computers and related equipment272Â 218Â Softwareâ€”Â 8Â Leasehold improvements30Â 59Â Gross other property and equipment732Â 903Â Less: Accumulated depreciation(252)(429)Other property and equipment, net$480Â $474Â Property and equipment, net$464,695Â $484,406Â Depreciation expense related to solar energy systems is included within cost of revenues in the unaudited condensed statements of operations, and for the three and nine months ended September 30, 2024 was $5.7 million and $17.1 million, respectively, and for the three and nine months ended September 30, 2023 was $6.3 million and $17.9 million, respectively. Depreciation expense related to other property and equipment is included within selling, general and administrative expenses in the unaudited condensed statements of operations, and for the three and nine months ended September 30, 2024 was $0.1 million and $0.2 million, respectively, and for each of three and nine months ended September 30, 2023 was $0.1 million. X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 7 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477798/958-360-50-7 + Details Name: us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Intangible Assets, net 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Intangible Assets, net Intangible Assets, NetThe following table presents the detail of intangible assets, net as recorded in the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Intangible assets:Solar renewable energy agreements$340Â $340Â Performance based incentives agreements3,240Â 3,240Â Trade name8,400Â 8,400Â Gross intangible assets11,980Â 11,980Â Less: Accumulated amortization(2,713)(1,784)Intangible assets, net$9,267Â $10,196Â Amortization of intangible assets for the three and nine months ended September 30, 2024 was $0.3 million and $0.9 million, respectively. For the three months ended SeptemberÂ 30, 2024, $0.1 million and $0.2 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively, and for the nine months ended SeptemberÂ 30, 2024, $0.3 million and $0.6 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively. Amortization of intangible assets for the three and nine months ended September 30, 2023 was $0.3 million and $0.9 million, respectively. For the three months ended SeptemberÂ 30, 2023, $0.1 million and $0.2 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively, and for the nine months ended SeptemberÂ 30, 2023, $0.3 million and $0.5 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively. As of SeptemberÂ 30, 2024, expected amortization of intangible assets for each of the five succeeding fiscal years and thereafter is as follows:As of September 30, (Amounts in thousands)2024Remainder of 2024$310Â 20251,126Â 20261,122Â 2027978Â 2028878Â Thereafter4,853Â Â Â Â Â Total$9,267Â X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all or part of the information related to intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/985-20/tableOfContent + Details Name: us-gaap_IntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities 9 Months Ended Sep. 30, 2024 Accrued Liabilities and Other Liabilities [Abstract] Â Accrued Expenses and Other Current Liabilities Accrued Expenses and Other Current LiabilitiesAccrued expenses and other current liabilities consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)September 30, 2024December 31, 2023Accrued interest$11,545Â $8,587Â Accrued professional fees2,249Â 2,386Â Accrued contingencies (See Note 14. Commitments and Contingencies)8,030Â 21,300Â Accrued compensation and related benefits4,764Â 3,237Â Accrued expenses, other1,030Â 2,293Â Accrued operating and maintenance expenses2,102Â 2,079Â Accrued taxes, stock-based compensation1,132Â 752Â Current portion of interest rate swap liability40Â â€”Â Accrued expenses and other current liabilities$30,892Â $40,634Â X - DefinitionThe entire disclosure for accounts payable, accrued expenses, and other liabilities that are classified as current at the end of the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483384/720-30-45-1 + Details Name: us-gaap_AccountsPayableAccruedLiabilitiesAndOtherLiabilitiesDisclosureCurrentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 26 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Non-Recourse Debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Non-Recourse Debt Non-Recourse DebtThe following table provides a summary of the Companyâ€™s non-recourse debt as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)DueSeptember 30, 2024December 31, 2023SVB Credit Agreement, SP1 Facility (1)April 2026$202,753Â $214,803Â Second SVB Credit Agreement, SP2 Facility (1)May 202780,233Â 85,231Â KeyBank Credit Agreement, SP3 Facility (1)November 202755,260Â 58,962Â Second KeyBank Credit Agreement (1)April 2030162,712Â 162,725Â Deutsche Bank Credit Agreement, SP4 Facility August 2025â€”Â 125,000Â Barings GPSF Credit Agreement, SET FacilityApril 2042130,000Â â€”Â Less: Unamortized fair value adjustment (1)(23,348)(27,600)Less: Unamortized deferred financing costs (1)(2,254)(341)Total Non-recourse debt605,356Â 618,780Â Less: Non-recourse debt, current(28,351)(27,914)Non-recourse debt, non-current$577,005Â $590,866Â (1) In connection with the acquisition of Legacy Spruce Power effective September 9, 2022, the Company assumed all non-recourse debt instruments valued at approximately $507.2 million as of that date. In connection with accounting for the business combination, the Company adjusted the carrying value of this non-recourse debt to its fair value as of the Acquisition Date. This fair value adjustment resulted in a reduction of the carrying value of the debt by $35.2 million. This adjustment to fair value and associated adjustment to unamortized deferred financing costs is being amortized to interest expense over the life of the related debt instruments using the effective interest method. Amortization expense for the fair value adjustment and deferred financing costs for the three and nine months ended September 30, 2024 were $1.5 million and $4.4 million, respectively, and for the three and nine months ended September 30, 2023 were $1.5 million and $4.4 million, respectively. On June 26, 2024, Spruce SET Borrower 2024, LLC (the â€œBorrowerâ€), a wholly owned subsidiary of the Company, entered into a non-recourse Credit Agreement with Barings GPSF LLC, which provided a fixed interest term loan in the aggregate principal amount of $130.0 million (the â€œSET Facilityâ€). The proceeds of the SET Facility were primarily used to repay the SP4 Facility of $125.0 million. The repayment of the SP4 Facility was treated as a debt extinguishment under ASC 470-50, Debtâ€”Modifications and Extinguishments. In connection with the repayment of the SP4 Facility, the Company settled the related interest rate swap contracts (see Note 9. Interest Rate Swaps for further discussion). The Borrower incurred approximately $2.1 million of deferred financing costs related to the SET Facility, which are being amortized on a straight-line basis over the anticipated debt servicing period. The SET Facility matures on AprilÂ 17, 2042 and requires quarterly interest payments at 6.889% per annum beginning August 2024. Effective DecemberÂ 26, 2027, the SET Facility requires additional interest to be accrued on any outstanding aggregate principal or unpaid accrued interest. The SET Facility is collateralized by all of the assets and property of the Borrower. The SET Facility requires the Borrower to be in compliance with various covenants, and the Borrower was in compliance with the required covenants under the SET Facility as of SeptemberÂ 30, 2024. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Interest Rate Swaps 9 Months Ended Sep. 30, 2024 Derivative Instruments and Hedging Activities Disclosure [Abstract] Â Interest Rate Swaps Interest Rate SwapsThe purpose of the Companyâ€™s interest rate swaps is to convert the floating interest rate on the Company's Credit Agreements to a fixed rate. As of SeptemberÂ 30, 2024, the notional amount of the interest rate swaps covers approximately 99% of the balance of the Companyâ€™s floating rate term loans.During the three and nine months ended September 30, 2024, the change in the fair value of the interest rate swaps was $(11.3) million and $(8.2) million, respectively, and for the three and nine months ended September 30, 2023 was $8.1 million and $11.8 million, respectively, which are reflected in change in fair value of interest rate swaps within the unaudited condensed consolidated statements of operations. The Company also recognized $3.0 million and $13.8 million of realized gains for the three and nine months ended September 30, 2024, and for the three and nine months ended September 30, 2023, realized gains of $3.8 million and $9.7 million, respectively, reflected within interest expense, net within the unaudited condensed consolidated statements of operations. In June 2024, interest rate swaps related to the SP4 Facility were settled concurrently with the full repayment of the SP4 Facility (see Note 8. Non-Recourse Debt), and as a result, the Company recorded a gain of approximately $3.6 million within interest expense, net during the nine months ended SeptemberÂ 30, 2024. See Note 10. Fair Value Measurements for further information on the Companyâ€™s determination of the fair value of its interest rate swaps. X - ReferencesNo definition available. + Details Name: us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe

entire disclosure for derivative instruments and hedging activities including, but not limited to, risk management strategies, non-hedging derivative instruments, assets, liabilities, revenue and expenses, and methodologies and assumptions used in determining the amounts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-5CReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 815 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/815/tableOfContent + Details Name: us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Fair Value Measurements Fair Value MeasurementsThe Company uses various assumptions and methods in estimating the fair values of its financial instruments.The Companyâ€™s private warrants are valued using a Black-Scholes model, pursuant to the inputs provided in the table below:InputSeptember 30, 2024December 31, 2023Risk-free rate3.9Â %4.2Â %Remaining term in years1.231.98Expected volatility59.7Â %82.0Â %Exercise price$92.00Â $92.00Â Fair value of common stock$2.84Â $4.42Â The Company's interest rate swaps are not traded on a market exchange and the fair values are determined using a valuation model based on a discounted cash flow analysis. This analysis reflects the contractual terms of the interest rate swap agreements and uses observable market-based inputs, including estimated future SOFR interest rates. The fair value of the Company's interest rate swap is the net difference in the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on the expectation of future interest rates and are observable inputs available to a market participant. The interest rate swap valuation is classified in Level 2 of the fair value hierarchy. The fair value of the Companyâ€™s non-recourse debt as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 was $626.1 million and $628.2 million, respectively. The following table sets forth the Companyâ€™s assets and liabilities which are measured at fair value on a recurring basis by level within the fair value hierarchy:Fair Value Measurements as of September 30, 2024(Amounts in thousands)Level ILevel IILevel IIITotalAsset:Interest rate swaps$â€”Â $19,535Â $â€”Â $19,535Â Money market accounts106,790Â â€”Â â€”Â 106,790Â Total$106,790Â $19,535Â $â€”Â $126,325Â Liabilities:Interest rate swaps$â€”Â $647Â $â€”Â $647Â Total$â€”Â $647Â $â€”Â $647Â Fair Value Measurements as of December 31, 2023(Amounts in thousands)Level ILevel IILevel IIITotalAsset:Interest rate swaps$â€”Â $27,883Â $â€”Â $27,883Â Money market accounts21,475Â â€”Â â€”Â 21,475Â U.S. Treasury securities108,964Â â€”Â â€”Â 108,964Â Total$130,439Â $27,883Â $â€”Â $158,322Â Liabilities:Private warrants$â€”Â $â€”Â $17Â $17Â Total$â€”Â $â€”Â $17Â $17Â The following is a roll forward of the Companyâ€™s Level 3 liability instruments:Three Months Ended September 30, 2024Nine Months EndedSeptember 30, 2024(Amounts in thousands)Balance at the beginning of the period$2Â $17Â Fair value adjustments â€“ warrant liability(2)(17)Balance at the end of the period$â€”Â $â€”Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the fair value of financial instruments (as defined), including financial assets and financial liabilities (collectively, as defined), and the measurements of those instruments as well as disclosures related to the fair value of non-financial assets and liabilities. Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 107 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-107Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-6AReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 940 -SubTopic 820 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478119/940-820-50-1 + Details Name: us-gaap_FairValueDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Intangible Assets, Goodwill and Other 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Goodwill Note 11. Goodwill During the three months ended SeptemberÂ 30, 2024, the Company identified that there were indicators that the carrying amount of its goodwill may be impaired due to a continuous decline in the Companyâ€™s stock price and market capitalization. The Company performed a quantitative test using a market approach, which resulted in an impairment of goodwill during the three months ended SeptemberÂ 30, 2024. As a result, the Company recorded a charge of $28.8 million to fully impair its goodwill within the unaudited condensed consolidated statements of operations.As ofSeptember 30, 2024December 31, 2023(Amounts in thousands)Goodwill, beginning balance$28,757Â $28,757Â Impairment of goodwill(28,757)â€”Â Goodwill, ending balance$â€”Â $28,757Â X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for goodwill and intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 30 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation Expense 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Share-Based Compensation Expense Stock-Based Compensation ExpenseStock-based compensation expense related to stock options and restricted stock units for the three and nine months ended September 30, 2024 was $0.7 million and $2.1 million, and for the three and nine months ended September 30, 2023 was $0.9 million and $2.4 million, respectively. As of SeptemberÂ 30, 2024, there was $8.2 million of unrecognized compensation cost related to stock options and restricted stock units which is expected to be recognized over the remaining vesting periods, with a weighted-average period of 2.7 years.Stock OptionsThe Company grants stock options to certain employees that will vest over a period of one to four years. A summary of stock option award activity for the nine months ended SeptemberÂ 30, 2024 was as follows:OptionsShares Weighted AverageExercise PriceWeighted Average Remaining Contractual TermOutstanding at December 31, 2023193,156Â $17.89Â 5.8Granted295,229Â 3.74Â Exercisedâ€”Â â€”Â Cancelled or forfeitedâ€”Â â€”Â Outstanding at September 30, 2024488,385Â $9.34Â 7.8Exercisable at September 30, 2024192,523Â $17.76Â 5.0The aggregate intrinsic value of stock options outstanding as of SeptemberÂ 30, 2024 was $0.1 million. During the nine months ended SeptemberÂ 30, 2024, the Company granted 295,229 stock options to its President and Chief Executive Officer (â€œCEOâ€) upon his appointment to such positions effective April 12, 2024. A summary of stock option award activity for the nine months ended SeptemberÂ 30, 2023 was as follows:OptionsShares Weighted AverageExercise PriceWeighted Average Remaining Contractual TermOutstanding at December 31, 2022761,408Â $11.12Â 2.7Grantedâ€”Â â€”Â Exercised(331,091)1.95Â Cancelled or forfeited(78,797)51.48Â Outstanding at September 30, 2023351,520Â $10.69Â 3.4Exercisable at September 30, 2023349,529Â $10.38Â 3.4Restricted Stock UnitsThe Company grants restricted stock units to certain employees that will generally vest over a period of four years. The fair value of restricted stock unit awards is estimated by the fair value of the Companyâ€™s common stock at the date of grant. Restricted stock units activity during the nine months ended SeptemberÂ 30, 2024 was as follows:Number ofSharesWeighted Average Grant Date Fair Value Per ShareNon-vested, at December 31, 20231,102,095Â $7.74Â Granted1,925,157Â 3.50Â Vested(305,192)6.63Â Cancelled or forfeited(635,299)5.22Â Non-vested, at September 30, 20242,086,761Â $4.77Â During the nine months ended SeptemberÂ 30, 2024, the Company granted restricted stock unit awards of 88,636 shares of common stock to the CEO upon his appointment effective AprilÂ 12, 2024. In addition, upon the separation of the prior President and Chief Executive Officer (â€œFormer CEOâ€) from the Company effective AprilÂ 12, 2024, 97,994 and 244,267 restricted stock units awarded to the Former CEO were vested and forfeited, respectively. The Company recorded $0.5 million of expense related to the 97,994 vested awards during the nine months ended SeptemberÂ 30, 2024.Restricted stock units activity during the nine months ended SeptemberÂ 30, 2023 was as follows:Number ofSharesWeighted Average Grant Date Fair Value Per ShareNon-vested, at December 31, 20221,229,089Â $10.40Â Granted653,425Â 6.50Â Vested(521,313)12.63Â Cancelled or forfeited(266,162)10.32Â Non-vested, at September 30, 20231,095,039Â $7.88Â Former CEO's Ladder Restricted Stock Unit AwardOn September 9, 2022, in connection with the acquisition of Legacy Spruce Power and his appointment as the Company's President, the Company granted to its Former CEO, a restricted stock unit award (the â€œLadder RSUsâ€) of 208,333 shares of common stock. The Ladder RSUs vest in 10% increments on the dates the Plan administrator certifies the applicable milestone stock prices have been achieved or exceeded, provided that the Former CEO remains employed on the date of certification and such achievement occurs within ten years of the date of the grant.The Company used a Monte Carlo simulation valuation model to determine the fair value of the award as of the Acquisition Date. The following inputs were used in the simulation: grant date stock price of $9.36 per share, annual volatility of 85.0%, risk-free interest rate of 3.3% and dividend yield of 0.0%. For each tranche, a fair value was calculated as well as a derived service period which represents the median number of years it is expected to take for the Ladder RSUs to meet their corresponding milestone stock price excluding the simulation paths that result in the Ladder RSUs not vesting within the 10-year term of the agreement. Each tranche's fair value will be amortized ratably over the respective derived service period.The Company recognized expense related to the Ladder RSUs of approximately $0.1 million and $0.3 million for the three and nine months ended September 30, 2023, respectively. Upon separation of the Former CEO from the Company effective AprilÂ 12, 2024, the Ladder RSUs were terminated and the Company recorded a gain of $0.7 million during the nine months ended SeptemberÂ 30, 2024. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 31 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Noncontrolling Interests 9 Months Ended Sep. 30, 2024 Noncontrolling Interest [Abstract] Â Noncontrolling Interests Noncontrolling InterestsThe following table summarizes the Companyâ€™s noncontrolling interests as of SeptemberÂ 30, 2024:Tax Equity EntityDate Class A Member AdmittedORE F4 Holdco, LLCAugust 2014Volta Solar Owner II, LLCAugust 2017The tax equity entities were structured at inception so that the allocations of income and loss for tax purposes will flip at a future date. The terms of the tax equity entities' operating agreements contain allocations of taxable income (loss), Section 48(a) ITCs and cash distributions that vary over time and adjust between the members on an agreed date (referred to as the flip date). The operating agreements specify either a certain flip date or an internal rate of return ("IRR") flip date. The certain flip date is based on the passage of a fixed period of time as defined in the operating agreements for each entity. The IRR flip date is the date on which the tax equity investor has achieved a contractual rate of return. From inception through the flip date, the Class A members' allocation of taxable income (loss) and Section 48(a) ITCs is generally 99% and the Class B members' allocation of taxable income (loss) and Section 48(a) ITCs is generally 1%. After the related flip date (or, if the tax equity investor has a deficit capital account, typically after such deficit has been eliminated), the Class A members' allocation of taxable income (loss) will typically decrease to 5% (or, in some cases, a higher percentage if required by the tax equity investor) and the Class B members' allocation of taxable income (loss) will increase by an inverse amount.The historical redeemable noncontrolling interests and noncontrolling interests are comprised of Class A units, which represent the tax equity investors' interest in the tax equity entities. Both the Class A members and Class B members may have call options to allow either member to redeem the other member's interest in the tax equity entities upon the occurrence of certain contingent events, such as bankruptcy, dissolution/liquidation and forced divestitures of the tax equity entities. Additionally, the Class B members may have the option to purchase all Class A units, which is typically exercisable at any time during the periods specified under their respective governing documents, and, in regards to the tax equity entities historically classified as redeemable noncontrolling interests, they had the contingent obligation to purchase all Class A units if the Class A members exercise their right to withdraw, which is typically exercisable at any time during the three-month period commencing upon the applicable flip date. The Company had no redeemable noncontrolling interests as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.Total assets on the unaudited condensed consolidated balance sheets includes $37.0 million as of SeptemberÂ 30, 2024 and $38.0 million as of DecemberÂ 31, 2023 of assets held by the Company's VIEs, which can only be used to settle obligations of the VIEs.Total liabilities on the unaudited condensed consolidated balance sheets includes $0.8 million as of SeptemberÂ 30, 2024 and $0.8 million as of DecemberÂ 31, 2023 of liabilities that are the obligations of the Company's VIEs. X - DefinitionThe entire disclosure for noncontrolling interest in consolidated subsidiaries, which could include the name of the subsidiary, the ownership percentage held by the parent, the ownership percentage held by the noncontrolling owners, the amount of the noncontrolling interest, the location of this amount on the balance sheet (when not reported separately), an explanation of the increase or decrease in the amount of the

noncontrolling interest, the noncontrolling interest share of the net Income or Loss of the subsidiary, the location of this amount on the income statement (when not reported separately), the nature of the noncontrolling interest such as background information and terms, the amount of the noncontrolling interest represented by preferred stock, a description of the preferred stock, and the dividend requirements of the preferred stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContent + Details Name: us-gaap_MinorityInterestDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncontrollingInterestAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 32 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies Commitments and ContingenciesLegal ProceedingsThe Company is periodically involved in legal proceedings and claims arising in the normal course of business, including proceedings relating to intellectual property, employment and other matters. Management believes the outcome of these proceedings will not have a significant adverse effect on the Companyâ€™s financial position, operating results, or cash flow.Securities Class Action ProceedingsOn March 8, 2021, two putative securities class action complaints were filed against the Company, and certain of its current and former officers and directors in the federal district court for the Southern District of New York. Those cases were ultimately consolidated under C.A. No. 1:21-cv-2002, and a lead plaintiff was appointed in June 2021. On July 20, 2021, an amended complaint was filed alleging that certain public statements made by the defendants between October 2, 2020, and March 2, 2021, violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. Following negotiations with a mediator, in September 2023, the Company and the plaintiffs agreed on a settlement in principle in the aggregate amount of $19.5Â million (the â€œSettlement Amountâ€), and on December 6, 2023, the lead plaintiff and the defendants entered into a stipulation and agreement of settlement requiring the Company to pay the Settlement Amount to resolve the class action litigation and the related legal fees and administration costs. On April 30, 2024, the New York Court approved a final settlement of the Class Action Litigation. The Settlement Amount was offset by approximately $4.5Â million of related loss recoveries from the Companyâ€™s directors and officers liability insurance policy with third parties, which was paid out in February 2024. The Company paid the $15.0Â million net settlement amount to the settlement claims administrator in February 2024.On September 20, 2021, and October 19, 2021, two class action complaints were filed in the Delaware Court of Chancery against certain of the Companyâ€™s current officers and directors, and the Companyâ€™s sponsor of its special purpose acquisition company merger, Pivotal Investment Holdings II LLC. These actions were consolidated as in re XL Fleet Corp. (Pivotal) Stockholder Litigation, C.A. No. 2021-0808, and an amended complaint was filed on January 31, 2022. Defendants filed a motion to dismiss the amended complaint on May 13, 2022, and on July 11, 2022, plaintiffs filed a second amended complaint. The second amended complaint alleges various breaches of fiduciary duty against the Company and/or its officers, several allegedly misleading statements made in connection with the merger, and aiding and abetting breaches of fiduciary duty in connection with the negotiation and approval of the December 21, 2020 merger and organization of XL Hybrids, Inc., a Delaware corporation (â€œLegacy XLâ€) to become XL Fleet Corp. On August 19, 2022, defendants moved to dismiss the second amended complaint, which was granted in part and denied in part on June 9, 2023. The parties then engaged in discovery. On November 13, 2024, the Company filed a stipulation and settlement agreement seeking court approval to settle this matter in full for $4.75Â million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).Shareholder Derivative ActionsOn June 23, 2022, the Company received a shareholder derivative complaint filed in the U.S. District Court for the District of Massachusetts, captioned Val Kay derivatively on behalf of nominal defendant XL Fleet Corp., against all current directors and former officers and directors, C.A. No. 1:22-cv-10977. The action was filed by a shareholder purportedly on XL Fleet Corp.â€™s behalf, and raises claims for contribution, as well as claims for breach of fiduciary duty, waste of corporate assets, unjust enrichment, and abuse of control. In March 2023, two shareholder derivative actions were filed in the U.S. District Court for the District of Delaware, namely Reali v. Griffin, et al., C.A. No. 1:23-cv-00289 and Tucci v. Ledecky, et al., C.A. 1:23-cv-00322. These actions were consolidated and captioned In re Spruce Power Holding Corporation Shareholder Derivative Litigation, C.A. No. 1:23-cv-00289. In August 2023, an additional derivative action was filed in the U.S. District Court for the Southern District of New York, captioned Boyce v. Ledecky, et al., C.A. No. 1:23-cv-8591 (collectively, the â€œDerivative Mattersâ€).On December 8, 2023, the parties reached a settlement-in-principle to settle, the Derivative Matters. The court granted preliminary approval of the settlement on May 1, 2024, and final approval in full on August 8, 2024. The settlement provides for certain corporate governance enhancements and no monetary payments. On August 14, 2024, the court awarded attorney fees of $1.0Â million, which were paid in September 2024.State Attorney Generals' Investigations The Company has been asked to provide information and documents in response to subpoenas and other requests for information from certain state attorney generalsâ€™ offices regarding, among other things, its sales and marketing protocols. The Company has been cooperating with these investigations and intends to continue to do so until they are resolved. At this time, the Company is unable to estimate potential losses, if any, related to these matters. Securities and Exchange Commission Civil Enforcement Action On January 6, 2022, the Company received a subpoena from the Division of Enforcement of the SEC requesting, among other things, information and documents concerning the XL Fleet Corp. business combination with Legacy XL, the Companyâ€™s sales pipeline and revenue projections, California Air Resources Board approvals, and other related matters. In June 2023, the SEC proposed an Offer of Settlement for the purpose of resolving the proposed SEC action against the Company. Following negotiations with the SEC staff, in September 2023, the Company reached a settlement with the SEC pursuant to which the Company did not admit or deny the SECâ€™s allegations regarding the above-referenced issues. In connection with the settlement, in October 2023, the Company (among other things) paid a civil monetary penalty of $11.0Â million which, subject to the discretion of the SEC, will be made available to eligible legacy shareholders through a Fair Fund, termed and administered by the SEC.US BankOn February 9, 2023, US Bank, through its affiliate, Firstar Development, LLC (â€œFirstarâ€), filed a motion for summary judgment in lieu of a complaint in New York Supreme Court (the trial level in New York) alleging that the Company failed to fulfill its reimbursement obligations under a 2019 tax recapture guaranty agreement between the parties arising from the alleged recapture by the Internal Revenue Service of tax credits taken by Firstar as an investor in the Companyâ€™s subsidiary, Ampere Solar Owner I, LLC. On May 23, 2023, the Company reached a settlement agreement with Firstar, as the plaintiff, for $2.3Â million whereby the plaintiff discharged all claims filed against the Company.BMZ USA, Inc. On February 11, 2022, BMZ USA Inc. (â€œBMZâ€), a battery manufacturer, sued XL Hybrids for breach of contract, alleging that XL Hybrids failed to timely purchase the full allotment of batteries required under a certain master supply agreement between the parties. In January 2024, BMZ obtained a judgment for $3.9Â million against XL Hybrids, Inc. The Company is appealing the ruling while simultaneously pursuing a settlement. The Company currently estimates the potential loss to be approximately $1.2Â million, which has been accrued for as of SeptemberÂ 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).ITC Recapture ProvisionsThe IRS may disallow and recapture some, or all, of the Investment Tax Credits due to improperly calculated basis after a project was placed in service ("Recapture Event"). If a Recapture Event occurs, Spruce Power is obligated to pay the applicable Class A Member a recapture adjustment, which includes the amounts the Class A Members are required to repay the IRS, including interest and penalties, as well as any third-party legal and accounting fees incurred by the Class A Members in connection to the Recapture Event, as specified in the operating agreements. Such a payment by Spruce Power to the Class A Members are not to be considered a capital contribution to the fund per the operating agreements, nor would it be considered a distribution to the Class A Members. With the exception of the tax matter related to Ampere Solar Owner I noted above, a Recapture Event was not deemed to be probable by the Company, therefore no accrual has been recorded as of SeptemberÂ 30, 2024.Plastic Omnium Plastic Omnium is the assignee of the contractual rights of Actia Corp. under a certain battery purchase order between XL Hybrids and Actia Corp. On March 17, 2023, Plastic Omnium sued Legacy XL and the Company for breach of contract, alleging that Legacy XL ordered a total of 1,000 batteries from Plastic Omnium, paid for 455 of those batteries, and then reneged on 545 of those products. While Plastic Omnium admits it never actually delivered the remaining 545 products, it claims it purchased materials to complete the order, and as a result, Legacy XL and the Company are liable for at least approximately $2.5Â million. The Company has reached a settlement in principle to settle the matter for $1.25Â million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).Parker-HannifinOn March 11, 2024, the Company filed a lawsuit against Parker-Hannifin for a declaratory judgment, captionedXL Hybrids, Inc. v. Parker-Hannifin Corporation, No. 1:24-cv-10894-WGY (D. Mass, removed from Mass. State Court No. 2484-CV-00661). The case related to a contract for the purchase of motors designed, produced and manufactured by Parker-Hannifin for XL Hybrids, Inc. which was executed in July 2019. On April 5, 2024, Parker-Hannafin filed counterclaims, alleging that XL Hybrids, Inc. and the Company were in breach of the contract. On November 1, 2024, the parties reached a settlement in principle to settle the matter for $0.5Â million, which is currently accrued for as of SeptemberÂ 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).Master SREC Purchase and Sale AgreementThe Company has forward sales agreements, which are related to a certain number of SRECs, to be generated from the Companyâ€™s solar energy systems located in Maryland, Massachusetts, Delaware, and New Jersey to be sold at fixed prices over varying terms of up to 20 years. In the event the Company does not deliver such SRECs to the counterparty, the Company could be forced to pay additional penalties and fees as stipulated within the contracts. Guarantees In connection with the acquisition of RPV Holdco 1, LLC, a wholly owned subsidiary of the Company, guaranty agreements were established in May 2020 by and between Spruce Holding Company 1, LLC, Spruce Holding Company 2, LLC, and Spruce Holding Company 3, LLC (â€œSpruce Guarantorsâ€) and the investor members in the Funds. The Spruce Guarantors entered into guarantees in favor of the tax equity investors wherein they guaranteed the payment and performance of Solar Service Experts, LLC, a wholly owned subsidiary of the Company, under the Spruce Power 2 Maintenance Services Agreement and the Class B Member under the Limited Liability Company Agreement (â€œLLCAâ€). These guaranties are subject to a maximum of the aggregate amount of capital contributions made by the Class A Member under the LLCA.Indemnities and GuaranteesDuring the normal course of business, the Company has made certain indemnities and guarantees under which it may be required to make payments in relation to certain transactions. The duration of the Companyâ€™s indemnities and guarantees varies, however the majority of these indemnities and guarantees are limited in duration. No liabilities have been recorded for these indemnities and guarantees as of SeptemberÂ 30, 2024.Insurance Claims and Recoveries related to Maui FiresIn August 2023, a series of wildfires broke out in Hawaii, predominantly on the island of Maui, resulting in real and personal property and natural resource damage, personal injuries and loss of life and widespread power outages. The Company received $0.2Â million related to the insurance recoveries during the three and nine months ended September 30, 2024. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Net Loss Per Share Net Loss Per ShareThe following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands, except share data)20242023202420232024Numerator:Net loss attributable to stockholders$(53,529)$(19,313)$(64,561)$(35,643)Denominator:Weighted average shares outstanding, basic18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â Dilutive effect of stock options and restricted stock unitsâ€”Â â€”Â â€”Â â€”Â Weighted average shares outstanding, diluted18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â Net loss attributable to stockholders per share, basic and diluted(2.88)(1.11)(3.50)(1.97)For any periods presented with a net loss, potentially dilutive outstanding securities, which include stock options, restricted stock units, and warrants, have been excluded from the computation of diluted net loss per share as their effect would be anti-dilutive for those periods. As such, the weighted average number of common shares outstanding used to calculate both basic and diluted net loss per share are the same for those periods. X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations 9 Months Ended Sep. 30, 2024 Discontinued Operations and Disposal Groups [Abstract] Â Discontinued Operations Discontinued OperationsIn the fourth quarter of 2022, the Company discontinued the operations of its Drivetrain and XL Grid operations. The following table provides supplemental detail of the Companyâ€™s discontinued operations contained within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232024Net income (loss) from discontinued operations:Drivetrain(4)(204)$50Â $(4,253)Total$(4)(204)50Â $(4,253)XL GridThe following table presents financial results of XL Grid operations:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232024Revenues$â€”Â $â€”Â $â€”Â $149Â Operating expenses:Cost of revenuesâ€”Â â€”Â â€”Â â€”Â 148Â Selling, general, and administrative expensesâ€”Â â€”Â â€”Â â€”Â 743Â Gain on asset disposalâ€”Â â€”Â â€”Â â€”Â (742)Total operating expensesâ€”Â â€”Â â€”Â â€”Â 149Â Net loss from discontinued operations$â€”Â $â€”Â $â€”Â $â€”Â DrivetrainThe following table presents financial results of Drivetrain operations:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232024Revenues$16Â $9Â $53Â $29Â Operating expenses:Cost of revenues20Â 34Â 84Â 63Â Selling, general, and administrative expensesâ€”Â â€”Â â€”Â â€”Â 742Â (Gain) loss on asset disposalâ€”Â 179Â (81)3,489Â Otherâ€”Â â€”Â â€”Â â€”Â (12)Total operating expenses20Â 213Â 3Â 4,282Â Net income (loss) from discontinued operations(4)(204)$50Â $(4,253)The following table presents aggregate carrying amounts of assets and liabilities of discontinued operations contained within the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Assets from discontinued operations:Drivetrain$â€”Â $32Â Total assets from discontinued operations$â€”Â $32Â Liabilities from discontinued operations:Drivetrain$117Â $170Â Total liabilities from discontinued operations$117Â $170Â X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationsAndDisposalGroupsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205-20/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/360/tableOfContent + Details Name: us-gaap_DisposalGroupsIncludingDiscontinuedOperationsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events 9 Months Ended Sep. 30, 2024 Subsequent Events [Abstract] Â Subsequent Events Subsequent EventsManagement has reviewed events subsequent to SeptemberÂ 30, 2024 and prior to the filing of financial statements, and except as referenced within this Form 10-Q, the Company has determined there have been no other events that have occurred that would require adjustments or disclosures within the unaudited condensed consolidated financial statements. X - ReferencesNo definition available. +

Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -Name Accounting Standards Codification - Publisher FASB -URI https://asc.fasb.org/855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification - Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Basis of consolidated financial statement presentation Basis of unaudited condensed consolidated financial statement presentationThe accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (â€œU.S. GAAPâ€) for interim financial information and Article 8 of Regulation S-X. The Company has condensed or omitted certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP pursuant to the applicable rules and regulations of the Securities and Exchange Commission (â€œSECâ€) regarding interim financial reporting. As such, these interim unaudited condensed consolidated financial statements should be read in conjunction with the Companyâ€™s 2023 annual audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2023. The Companyâ€™s interim unaudited condensed consolidated financial statements reflect all normal and recurring adjustments necessary, in its opinion, to state fairly the financial position and results of operations for the reported periods. Amounts reported for interim periods may not be indicative of a full year period due to the Companyâ€™s continual growth, seasonal fluctuations in solar energy generation, timing of maintenance and other expenditures, changes in interest expense and other factors.The Company's accompanying unaudited condensed consolidated financial statements include the accounts of its wholly owned subsidiaries and variable interest entities (â€œVIEsâ€), for which the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the Companyâ€™s current presentation and such reclassifications had no effect on the Companyâ€™s previously reported financial position, results of operations, or cash flows.On October 6, 2023, the Company effected a one-for-eight reverse stock split with respect to its issued and outstanding shares of common stock (the â€œReverse Stock Splitâ€). Excluding the par value and the number of authorized shares of the Companyâ€™s common stock, all share amounts, all per share amounts, and the values of the common stock outstanding and related effect on additional paid in capital included in this Form 10-Q have been retrospectively presented as if the Reverse Stock Split had been effective from the beginning of the earliest period presented. Use of estimates Use of estimatesThe preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet date, as well as reported amounts of income and expenses during the reporting period. The Companyâ€™s most significant estimates and judgments involve (i) deferred income taxes, (ii) warranty reserves, (iii) valuation of stock-based compensation, (iv) valuation of warrant liability, (v) the useful lives of certain assets and liabilities, (vi) the allowance for current expected credit losses and (vii) the valuation of business combinations, including the fair values and useful lives of acquired assets and assumed liabilities, goodwill and the fair value of purchase consideration of asset acquisitions. Management bases its estimates on historical experience and on various other assumptions believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to the Companyâ€™s financial statements. Variable interest entities Variable interest entitiesThe Company consolidates any VIE of which it is the primary beneficiary. The Company formed or acquired VIEs which are partially funded by tax equity investors in order to facilitate the funding and monetization of certain attributes associated with solar energy systems. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. A variable interest holder is required to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when the Company is not considered the primary beneficiary. The Company evaluates its relationships with the VIEs on an ongoing basis to determine if it is the primary beneficiary. The Company's initial investments in Volta Solar Owner II, LLC and ORE F4 HoldCo, LLC (collectively, the â€œFundsâ€) were determined to be VIEs and remained as such as of SeptemberÂ 30, 2024. During the three months ended SeptemberÂ 30, 2023, the Company purchased all membership interests in Level Solar Fund IV and it ceased being a VIE as of SeptemberÂ 30, 2023. Cash and cash equivalents Cash and cash equivalentsThe Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents include cash held in banks, money market accounts, and U.S. Treasury securities. Cash equivalents are carried at cost, which approximates fair value due to their short-term nature. The Companyâ€™s cash and cash equivalents are placed with large financial institutions, and at times exceed federally insured limits. To date, the Company has not experienced any credit loss relating to its cash and cash equivalents. Concentration of credit and revenue risk Concentration of credit and revenue risksFinancial instruments which potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents. At times, such cash may be in excess of the Federal Deposit Insurance Corporation limit. At SeptemberÂ 30, 2024 and DecemberÂ 31, 2023, the Company had cash in excess of the $250,000 federally insured limit. Restricted cash Restricted cashRestricted cash held at SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 of $36.3 million and $31.6 million, respectively, primarily consists of cash that is subject to restriction due to provisions in the Company's financing agreements and the operating agreements of the Funds. The carrying amount reported in the unaudited condensed consolidated balance sheets for restricted cash approximates its fair value. Accounts receivable, net Accounts receivable, netAccounts receivable primarily represent amounts due from the Companyâ€™s customers. Accounts receivable is recorded net of an allowance for expected credit losses, which is determined by the Companyâ€™s assessment of the collectability of customer accounts based on the best available data at the time of the assessment. Management reviews the allowance by considering factors such as historical experience, contractual term, aging category and current economic conditions that may affect customers. Impairment of long-lived assets Impairment of long-lived assetsThe Company reviews long-lived assets, such as property and equipment and intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that an asset groupâ€™s carrying amount may not be recoverable. The Company groups assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluates the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset group is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value. Impairment of goodwill Impairment of goodwillGoodwill represents the excess of cost over the fair market value of tangible and intangible assets acquired and liabilities assumed of acquired businesses. Goodwill is not amortized, however it is annually tested for impairment, or more frequently if events or circumstances indicate that the carrying amount of goodwill may be impaired. The Company has historically recorded goodwill in connection with its business acquisitions. The Company performs its annual goodwill impairment assessment on October 1 of each fiscal year, or more frequently if events or circumstances arise which indicate that goodwill may be impaired. An assessment can be performed by first completing a qualitative assessment of the Companyâ€™s single reporting unit. The Company can also bypass the qualitative assessment in any period and proceed directly to the quantitative impairment test, and then resume the qualitative assessment in any subsequent period. Qualitative indicators that may trigger the need for annual or interim quantitative impairment testing include, among other things, deterioration in macroeconomic conditions, declining financial performance, deterioration in the operational environment, or an expectation of selling or disposing of a portion of the reporting unit. Additionally, a significant change in business climate, a loss of a significant customer, increased competition, a sustained decrease in share price, or a decrease in estimated fair value below book value may trigger the need for interim impairment testing of goodwill.If the Company believes that, as a result of its qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative impairment test is required. The quantitative test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recorded as a reduction to goodwill with a corresponding charge to earnings in the period the goodwill is determined to be impaired. The income tax effect associated with an impairment of tax-deductible goodwill is also considered in the measurement of the goodwill impairment. Any goodwill impairment is limited to the total amount of goodwill.The Company evaluates the fair value of the Companyâ€™s reporting unit using the market and income approach. Under the market approach, the Company uses multiples of EBITDA or revenues of the comparable guideline public companies by selecting a population of public companies with similar operations and attributes. Using this guideline public company data, a range of multiples of enterprise value to EBITDA or revenue is calculated. The income approach of computing fair value is based on the present value of the expected future economic benefits generated by the asset or business, such as cash flows or profits which will then be compared to its book value. See Note 11. Goodwill for further information on the Companyâ€™s determination relating to impairment of goodwill. Contingencies ContingenciesWhen it is probable that a loss has occurred and the loss amount can be reasonably estimated, the Company records liabilities for loss contingencies. In certain cases, the Company may be covered by one or more corporate insurance policies, resulting in insurance loss recoveries. When such recoveries are in excess of a loss recognized in the Companyâ€™s financial statements, the Company recognizes a gain contingency at the earlier of when the gain has been realized or when it is realizable, however when the Company expects recovery of proceeds up to the amount of the loss recognized, a receivable, which offsets the related loss contingency, is recognized when realization of the claim for recovery is determined to be probable. Fair value measurements Fair value measurementsThe fair value of the Companyâ€™s financial assets and liabilities reflects Managementâ€™s estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. For assets and liabilities measured at fair value on a recurring and nonrecurring basis, a three-level hierarchy of measurements based upon observable and unobservable inputs is used to arrive at fair value. Observable inputs are developed based on market data obtained from independent sources, while unobservable inputs reflect the Companyâ€™s assumptions about valuation based on the best information available in the circumstances. Depending on the inputs, the Company classifies each fair value measurement as follows:â€¢Level 1: Observable inputs that reflect unadjusted quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.â€¢Level 2: Observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.â€¢Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy must be determined based on the lowest level input that is significant to the fair value measurement. An assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability being measured.The Companyâ€™s financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, net, accounts payable, accrued expenses and other current liabilities, non-recourse debt, and interest rate swaps. The carrying value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses and other current liabilities approximates fair value due to the short-term nature of those instruments. See Note 10. Fair Value Measurements for additional information on assets and liabilities measured at fair value. Revenues RevenuesThe Companyâ€™s revenue is derived from its home solar energy portfolio and servicing platform, which primarily generates revenue through the sale to homeowners of power generated by the home solar energy systems and the rental of solar equipment by certain homeowners, pursuant to long-term agreements. Pursuant to Accounting Standard Codification 606 (â€œASC 606â€) defined below, the Company has elected the â€œright to invoiceâ€ practical expedient, and revenues for the performance obligations related to energy generation and servicing revenue are recognized as services are rendered based upon the underlying contractual arrangements. The following table presents the detail of the Companyâ€™s revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)2024202320242023PPA revenues$11,458Â $11,370Â $31,297Â $30,731Â SLA revenues6,702Â 7,596Â 20,574Â 22,543Â Solar renewable energy credit revenues1,222Â 2,072Â 4,396Â 5,268Â Government incentives110Â 68Â 333Â 164Â Servicing revenues178Â 100Â 534Â 325Â Intangibles amortization, unfavorable solar renewable energy agreements746Â 974Â 2,239Â 2,393Â Other revenues962Â 1,070Â 2,508Â 2,734Â Total$21,378Â $23,250Â $61,881Â $64,158Â Energy generationCustomers purchase solar energy from the Company under PPAs or SLAs, both defined above. Revenue is recognized from contracts with customers as performance obligations are satisfied at a transaction price reflecting an amount of consideration based upon an estimated rate of return which is expressed as the solar rate per kilowatt hour or a flat rate per month as defined in the customer contracts. â€¢PPA revenues - Under ASC 606, Revenue from Contracts with Customers issued by the Financial Accounting Standards Board (â€œFASBâ€), PPA revenue is recognized when generated based upon the amount of electricity delivered as determined by remote monitoring equipment at solar rates specified under the PPAs. â€¢SLA revenues - The Company has SLAs, which do not meet the definition of a lease under ASC 842, Leases, and are accounted for as contracts with customers under ASC 606. Revenue is recognized on a straight-line basis over the contract term as the obligation to provide continuous access to the solar energy system is satisfied. The amount of revenue recognized may not equal customer cash payments due to the performance obligation being satisfied ahead of cash receipt or evenly as continuous access to the solar energy system has been provided. The differences between revenue recognition and cash payments received are reflected as deferred rent assets on the unaudited condensed consolidated balance sheets. Certain SLAs contain provisions to provide customers a performance guarantee that each solar energy system will achieve certain specified minimum solar energy production output. If the solar energy system does not produce the guaranteed production amount, the Company is obligated to pay a performance guarantee calculated as the product of (a) the shortfall production amount and (b) guaranteed rate per kWh as defined in the SLA.Solar renewable energy credit revenuesThe Company enters contracts with third parties to sell Solar Renewable Energy Credits ("SRECs") generated by the solar energy systems for fixed prices. Certain contracts that meet the definition of a derivative may be exempted as normal purchase or normal sales transactions ("NPNS"). NPNS are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period in the normal course of business. Certain SREC contracts meet these requirements and are designated as NPNS contracts. Such SRECs are exempted from the derivative accounting and reporting requirements, and the Company recognizes revenues in accordance with ASC 606. The Company recognizes revenue for SRECs based on pricing predetermined within the respective contracts at a point in time when the SRECs are transferred. As SRECs can be sold separate from the actual electricity generated by the renewable-based generation source, the Company accounts for the SRECs it generates from its solar energy systems as governmental incentives and do not consider those SRECs output of the underlying solar energy systems. The Company classifies these SRECs as inventory held until sold and delivered to third parties. As the Company did not incur costs to obtain these governmental incentives, the inventory carrying value for the SRECs was $0 as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023.Deferred revenueDeferred revenue consists of amounts for which the criteria for revenue recognition have not yet been met and includes prepayments received for unfulfilled performance obligations that will be recognized on a straight-line basis over the remaining term of the respective customer agreements. Deferred revenue, in the aggregate, as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023 was $4.6Â million and $2.7Â million, respectively. The Company recognized revenues of $0.1Â million related to deferred revenue as of the start of the period during each of the three and nine months ended September 30, 2024 and 2023. Income taxes Income taxesThe Company accounts for income taxes using the asset and liability method under which deferred tax liabilities and assets are recognized for the expected future tax consequences of temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities and net operating loss and tax credit carryforwards. Deferred income taxes are provided for the temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and net operating loss carry-forwards and credits. Deferred tax assets and liabilities are measured using enacted rates in effect for the year in which

the differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized in the unaudited condensed consolidated statements of operations in the period in which the enactment rate changes. The ultimate recovery of deferred tax assets is dependent upon the amount and timing of future taxable income and other factors, such as the taxing jurisdiction in which the asset is to be recovered. Deferred tax assets are reduced through the establishment of a valuation allowance if, based on available evidence, it is more likely than not that the deferred tax assets will not be realized.Uncertain tax positions taken or expected to be taken in a tax return are accounted for using the more likely than not threshold for financial statement recognition and measurement. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. For the three and nine months ended September 30, 2024 and 2023, there were no uncertain tax positions taken or expected to be taken in the Companyâ€™s tax returns.In the normal course of business, the Company is subject to regular audits by U.S. federal and state and local tax authorities. With few exceptions, the Company is no longer subject to federal, state or local tax examinations by tax authorities in its major jurisdictions for tax years prior to 2021. However, net operating loss carryforwards remain subject to examination to the extent they are carried forward and impact a year that is open to examination by tax authorities. Related parties Related partiesA party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, the board of directors, as well as members of their immediate families and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or that has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party. Recent Accounting Pronouncements Recent Accounting PronouncementsIn December 2023, the FASB issued Accounting Standards Update (â€œASUâ€) 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, (â€œASU 2023-09â€), which requires enhancements regarding the transparency and decision usefulness of income tax disclosures. ASU 2023-09 is effective for the Company on December 31, 2025. The Company will adopt this ASU as of December 31, 2025 and will prospectively apply its requirements to income tax disclosures presented in the notes to the condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements.In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvement to Reportable Segment Disclosures, (â€œASU 2023-07â€), which requires enhanced disclosures for reportable segments, primarily in relation to significant segment expenses, even in the event an entity has a single reportable segment in accordance with Topic 280. ASU 2023-07 is effective for the Company on December 31, 2024. The Company will adopt this ASU as of December 31, 2024 and will retrospectively apply its requirements to all prior periods based on the significant segment expense categories identified and disclosed in its condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements. X - DefinitionRelated Party, Policy + ReferencesNo definition available. + Details Name: spru_RelatedPartyPolicyPolicyTextBlock Namespace Prefix: spru_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionEntity's cash and cash equivalents accounting policy with respect to restricted balances. Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1 + Details Name: us-gaap_CashAndCashEquivalentsRestrictedCashAndCashEquivalentsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for cash and cash equivalents with respect to unrestricted balances. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1 + Details Name: us-gaap_CashAndCashEquivalentsUnrestrictedCashAndCashEquivalentsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for commitments and contingencies, which may include policies for recognizing and measuring loss and gain contingencies. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 450 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477850/954-450-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 460 -SubTopic 10 -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482425/460-10-50-8 + Details Name: us-gaap_CommitmentsAndContingenciesPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for credit risk. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 825 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478898/942-825-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1 + Details Name: us-gaap_ConcentrationRiskCreditRisk Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for consolidation to describe the significant judgments and assumptions made in determining whether a variable interest held by the entity requires the variable interest entity to be consolidated and (or) disclose information about its involvement with the variable interest entity; the methodology used by the entity for determining whether or not it is the primary beneficiary of the variable interest entity; and the significant factors considered and judgments made in determining that the power to direct the activities that significantly impact the economic performance of the variable interest entity are shared (as defined). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Paragraph 2AA -Subparagraph (a) -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-2AAReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 4 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 5A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-5A + Details Name: us-gaap_ConsolidationVariableInterestEntityPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities. + ReferencesNo definition available. + Details Name: us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent + Details Name: us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.CC) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480091/360-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 05 -Paragraph 4 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482338/360-10-05-4 + Details Name: us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for income taxes, which may include its accounting policies for recognizing and measuring deferred tax assets and liabilities and related valuation allowances, recognizing investment tax credits, operating loss carryforwards, tax credit carryforwards, and other carryforwards, methodologies for determining its effective income tax rate and the characterization of interest and penalties in the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-20Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-25Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(h)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-9Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-28Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-1 + Details Name: us-gaap_IncomeTaxPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue from contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-19Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-18Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-18Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-20Reference 9: http://www.xbrl.org/2003/role/exampleRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for accounts receivable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-6Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481569/310-20-50-1Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-15Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-11B + Details Name: us-gaap_TradeAndOtherAccountsReceivablePolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Tables) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Schedule of reconciliation of cash, cash equivalents, and restricted cash The following

table provides a reconciliation of the Companyâ€™s cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:As of(Amounts in thousands)September 30, 2024September 30, 2023Cash and cash equivalents$113,658Â $154,209Â Restricted cash36,323Â 38,524Â Total cash, cash equivalents and restricted cash$149,981Â $192,733Â Restrictions on cash and cash equivalents The following table provides a reconciliation of the Companyâ€™s cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:As of(Amounts in thousands)September 30, 2024September 30, 2023Cash and cash equivalents$113,658Â $154,209Â Restricted cash36,323Â 38,524Â Total cash, cash equivalents and restricted cash$149,981Â $192,733Â Changes in financing receivables for accounting standards update The following table presents the changes in the allowance for credit losses recorded against accounts receivable, net on the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Balance at the beginning of the period$1,693Â $12,164Â Impact of ASC 326 adoptionâ€”Â (1,285)Write-off of uncollectible accounts(1,881)(11,447)Provision recognized upon valuation of assets acquiredâ€”Â 420Â Provision for current expected credit losses1,128Â 1,841Â Balance at the end of the period$940Â $1,693Â Disaggregation of revenue The following table presents the detail of the Companyâ€™s revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232PPA revenues$11,458Â $11,370Â $31,297Â $30,731Â SLA revenues6,702Â 7,596Â 20,574Â 22,543Â Solar renewable energy credit revenues1,222Â 2,072Â 4,396Â 5,268Â Government incentives110Â 68Â 333Â 164Â Servicing revenues178Â 100Â 534Â 325Â Intangibles amortization, unfavorable solar renewable energy agreements746Â 974Â 2,239Â 2,393Â Other revenues962Â 1,070Â 2,508Â 2,734Â Total$21,378Â $23,250Â $61,881Â $64,158Â X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5 + Details Name: us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of cash and cash equivalents. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCashAndCashEquivalentsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of cash and cash equivalents restricted as to withdrawal or usage. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 8 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combinations (Tables) 9 Months Ended Sep. 30, 2024 Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Â Schedule of fair values of the assets acquired and liabilities assumed by major class The following table summarizes the purchase price allocation of the fair value of assets acquired and liabilities assumed in the acquisition of Legacy Spruce Power, as adjusted, during the measurement period:(Amounts in thousands)Initial Purchase Price AllocationMeasurement Period AdjustmentsUpdated Purchase Price AllocationTotal purchase consideration:Cash, net of cash acquired, and restricted cash$32,585Â $â€”Â $32,585Â Allocation of consideration to assets acquired and liabilities assumed:Accounts receivable, net10,995Â â€”Â 10,995Â Prepaid expenses and other current assets6,768Â (2,405)4,363Â Solar energy systems406,298Â 89,268Â 495,566Â Other property and equipment337Â â€”Â 337Â Intangible assetsâ€”Â 11,980Â 11,980Â Interest rate swap assets26,698Â â€”Â 26,698Â Right-of-use asset3,279Â (328)2,951Â Other assets358Â (102)256Â Goodwill158,636Â (129,879)28,757Â Accounts payable(2,620)(22)(2,642)Unfavorable solar renewable energy agreementsâ€”Â (10,500)(10,500)Accrued expenses(13,061)(241)(13,302)Lease liability(3,382)42Â (3,340)Long-term debt(510,002)2,772Â (507,230)Other liabilities(335)292Â (43)Redeemable noncontrolling interests and noncontrolling interests(51,384)39,123Â (12,261)Total assets acquired and liabilities assumed$32,585Â $â€”Â $32,585Â Schedule of acquired finite-lived intangible assets The gross intangibles acquired are amortized over their respective estimated useful lives as follows:(Amounts in thousands)AssetLiabilityEstimated Life (in years)Solar renewable energy agreements$340Â $10,500Â 3 to 6Performance based incentives agreements3,240Â â€”Â 13Trade name8,400Â â€”Â 30Total intangibles acquired$11,980Â $10,500Â X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationAndAssetAcquisitionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of finite-lived and indefinite-lived intangible assets acquired as part of a business combination. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedAndIndefiniteLivedIntangibleAssetsAcquiredAsPartOfBusinessCombinationTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Paragraph 1 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, Net (Tables) 9 Months Ended Sep. 30, 2024 Property, Plant and Equipment [Abstract] Â Property and equipment, schedule of useful lives Property and equipment, net consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023: As of(Amounts in thousands)September 30, 2024December 31, 2023Solar energy systems$510,947Â $513,526Â Less: Accumulated depreciation(46,732)(29,594)Solar energy systems, net$464,215Â $483,932Â Equipment$â€”Â $157Â Furniture and fixtures430Â 461Â Computers and related equipment272Â 218Â Softwareâ€”Â 8Â Leasehold improvements30Â 59Â Gross other property and equipment732Â 903Â Less: Accumulated depreciation(252)(429)Other property and equipment, net$480Â $474Â Property and equipment, net$464,695Â $484,406Â X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Intangible Assets, net (Tables) 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Schedule of acquired finite-lived intangible assets by major class The following table presents the detail of intangible assets, net as recorded in the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Intangible assets:Solar renewable energy agreements$340Â $340Â Performance based incentives agreements3,240Â 3,240Â Trade name8,400Â 8,400Â Gross intangible assets11,980Â 11,980Â Less: Accumulated amortization(2,713)(1,784)Intangible assets, net$9,267Â $10,196Â Schedule of finite-lived intangible assets, future amortization expense As of SeptemberÂ 30, 2024, expected amortization of intangible assets for each of the five succeeding fiscal years and thereafter is as follows:As of September 30, (Amounts in thousands)2024Remainder of 2024$310Â 20251,126Â 20261,122Â 2027978Â 2028878Â Thereafter4,853Â Â Â Â Â Total$9,267Â X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the characteristics, including initial carrying value, residual amount, weighted average useful life, of finite-lived intangible assets acquired during the period by major class. A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_ScheduleOfAcquiredFiniteLivedIntangibleAssetsByMajorClassTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 41 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities (Tables) 9 Months Ended Sep. 30, 2024 Accrued Liabilities and Other Liabilities [Abstract] Â Schedule of accrued liabilities Accrued expenses and other current liabilities consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)September 30, 2024December 31, 2023Accrued interest$11,545Â $8,587Â Accrued professional fees2,249Â 2,386Â Accrued contingencies (See Note 14. Commitments and Contingencies)8,030Â 21,300Â Accrued compensation and related benefits4,764Â 3,237Â Accrued expenses, other1,030Â 2,293Â Accrued operating and maintenance expenses2,102Â 2,079Â Accrued taxes, stock-based compensation1,132Â 752Â Current portion of interest rate swap liability40Â â€”Â Accrued expenses and other current liabilities$30,892Â $40,634Â Other current liabilities Accrued expenses and other current liabilities consisted of the following as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)September 30, 2024December 31, 2023Accrued interest$11,545Â $8,587Â Accrued professional fees2,249Â 2,386Â Accrued contingencies (See Note 14. Commitments and Contingencies)8,030Â 21,300Â Accrued compensation and related benefits4,764Â 3,237Â Accrued expenses, other1,030Â 2,293Â Accrued operating and maintenance expenses2,102Â 2,079Â Accrued taxes, stock-based compensation1,132Â 752Â Current portion of interest rate swap liability40Â â€”Â Accrued expenses and other current liabilities$30,892Â $40,634Â X - ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of other current liabilities. + ReferencesNo definition available. + Details Name: us-gaap_OtherCurrentLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of accrued liabilities. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 42 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Long-Term Debt (Tables) 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Schedule of long-term debt The following table provides a summary of the Companyâ€™s non-recourse debt as of SeptemberÂ 30, 2024 and DecemberÂ 31, 2023:As of(Amounts in thousands)DueSeptember 30, 2024December 31, 2023SVB Credit Agreement, SP1 Facility (1)April 2026$202,753Â $214,803Â Second SVB Credit Agreement, SP2 Facility (1)May 202780,233Â 85,231Â KeyBank Credit Agreement, SP3 Facility (1)November 202755,260Â 58,962Â Second KeyBank Credit Agreement (1)April 2030162,712Â 162,725Â Deutsche Bank Credit Agreement, SP4 Facility August 2025â€”Â 125,000Â Barings GPSF Credit Agreement, SET FacilityApril 2042130,000Â â€”Â Less: Unamortized fair value adjustment (1)(23,348)(27,600)Less: Unamortized deferred financing costs (1)(2,254)(341)Total Non-recourse debt605,356Â 618,780Â Less: Non-recourse debt, current(28,351)(27,914)Non-recourse debt, non-current$577,005Â $590,866Â (1) In connection with the acquisition of Legacy Spruce Power effective September 9, 2022, the Company assumed all non-recourse debt instruments valued at approximately $507.2 million as of that date. In connection with accounting for the business combination, the Company adjusted the carrying value of this non-recourse debt to its fair value as of the Acquisition Date. This fair value adjustment resulted in a reduction of the carrying value of the debt by $35.2 million. This adjustment to fair value and associated adjustment to unamortized deferred financing costs is being amortized to interest expense over the life of the related debt instruments using the effective interest method. Amortization expense for the fair value adjustment and deferred financing costs for the three and nine months ended September 30, 2024 were $1.5 million and $4.4 million, respectively, and for the three and nine months ended September 30, 2023 were $1.5 million and $4.4 million, respectively. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of long-debt instruments or arrangements, including identification, terms, features, collateral requirements and other information necessary to a fair presentation. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-8Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7 + Details Name: us-gaap_ScheduleOfDebtInstrumentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 43 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements (Tables) 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Schedule of fair values private warrants were valued using a black-scholes model The Companyâ€™s private warrants are valued using a Black-Scholes model, pursuant to the inputs

provided in the table below:InputSeptember 30, 2024December 31, 2023Risk-free rate3.9Â %4.2Â %Remaining term in years1.231.98Expected volatility59.7Â %82.0Â %Exercise price$92.00Â $92.00Â Fair value of common stock$2.84Â $4.42Â Schedule of assets and liabilities which are measured at fair value on a recurring basis The following table sets forth the Companyâ€™s assets and liabilities which are measured at fair value on a recurring basis by level within the fair value hierarchy:Fair Value Measurements as of September 30, 2024(Amounts in thousands)Level ILevel IILevel IIITotalAsset:Interest rate swaps$â€”Â $19,535Â $â€”Â $19,535Â Money market accounts106,790Â â€”Â â€”Â 106,790Â Total$106,790Â $19,535Â $â€”Â $126,325Â Liabilities:Interest rate swaps$â€”Â $647Â $â€”Â $647Â Total$â€”Â $647Â $â€”Â $647Â Fair Value Measurements as of December 31, 2023(Amounts in thousands)Level ILevel IILevel IIITotalAsset:Interest rate swaps$â€”Â $27,883Â $â€”Â $27,883Â Money market accounts21,475Â â€”Â â€”Â 21,475Â U.S. Treasury securities108,964Â â€”Â â€”Â 108,964Â Total$130,439Â $27,883Â $â€”Â $158,322Â Liabilities:Private warrants$â€”Â $â€”Â $17Â $17Â Total$â€”Â $â€”Â $17Â $17Â Schedule of roll forward of the companyâ€™s level 3 instruments The following is a roll forward of the Companyâ€™s Level 3 liability instruments:Three Months Ended September 30, 2024Nine Months EndedSeptember 30, 2024(Amounts in thousands)Balance at the beginning of the period$2Â $17Â Fair value adjustments â€“ warrant liability(2)(17)Balance at the end of the period$â€”Â $â€”Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the fair value measurement of liabilities using significant unobservable inputs (Level 3), a reconciliation of the beginning and ending balances, separately presenting changes attributable to the following: (1) total gains or losses for the period (realized and unrealized), segregating those gains or losses included in earnings (or changes in net assets), and gains or losses recognized in other comprehensive income (loss) and a description of where those gains or losses included in earnings (or changes in net assets) are reported in the statement of income (or activities); (2) purchases, sales, issues, and settlements (each type disclosed separately); and (3) transfers in and transfers out of Level 3 (for example, transfers due to changes in the observability of significant inputs) by class of liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 44 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill (Tables) 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Â Schedule of Goodwill The Company performed a quantitative test using a market approach, which resulted in an impairment of goodwill during the three months ended SeptemberÂ 30, 2024. As a result, the Company recorded a charge of $28.8 million to fully impair its goodwill within the unaudited condensed consolidated statements of operations.As ofSeptember 30, 2024December 31, 2023(Amounts in thousands)Goodwill, beginning balance$28,757Â $28,757Â Impairment of goodwill(28,757)â€”Â Goodwill, ending balance$â€”Â $28,757Â X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1AReference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2 + Details Name: us-gaap_ScheduleOfGoodwillTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 45 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation Expense (Tables) 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Schedule of stock option award activity The Company grants stock options to certain employees that will vest over a period of one to four years. A summary of stock option award activity for the nine months ended SeptemberÂ 30, 2024 was as follows:OptionsShares Weighted AverageExercise PriceWeighted Average Remaining Contractual TermOutstanding at December 31, 2023193,156Â $17.89Â 5.8Granted295,229Â 3.74Â Exercisedâ€”Â â€”Â Cancelled or forfeitedâ€”Â â€”Â Outstanding at September 30, 2024488,385Â $9.34Â 7.8Exercisable at September 30, 2024192,523Â $17.76Â 5.0A summary of stock option award activity for the nine months ended SeptemberÂ 30, 2023 was as follows:OptionsShares Weighted AverageExercise PriceWeighted Average Remaining Contractual TermOutstanding at December 31, 2022761,408Â $11.12Â 2.7Grantedâ€”Â â€”Â Exercised(331,091)1.95Â Cancelled or forfeited(78,797)51.48Â Outstanding at September 30, 2023351,520Â $10.69Â 3.4Exercisable at September 30, 2023349,529Â $10.38Â 3.4 Schedule of fair value of restricted stock awards Restricted stock units activity during the nine months ended SeptemberÂ 30, 2024 was as follows:Number ofSharesWeighted Average Grant Date Fair Value Per ShareNon-vested, at December 31, 20231,102,095Â $7.74Â Granted1,925,157Â 3.50Â Vested(305,192)6.63Â Cancelled or forfeited(635,299)5.22Â Non-vested, at September 30, 20242,086,761Â $4.77Â Restricted stock units activity during the nine months ended SeptemberÂ 30, 2023 was as follows:Number ofSharesWeighted Average Grant Date Fair Value Per ShareNon-vested, at December 31, 20221,229,089Â $10.40Â Granted653,425Â 6.50Â Vested(521,313)12.63Â Cancelled or forfeited(266,162)10.32Â Non-vested, at September 30, 20231,095,039Â $7.88Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the changes in outstanding nonvested restricted stock units. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 46 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Noncontrolling Interests (Tables) 9 Months Ended Sep. 30, 2024 Noncontrolling Interest [Abstract] Â Summary of noncontrolling interests The following table summarizes the Companyâ€™s noncontrolling interests as of SeptemberÂ 30, 2024:Tax Equity EntityDate Class A Member AdmittedORE F4 Holdco, LLCAugust 2014Volta Solar Owner II, LLCAugust 2017 X - DefinitionSummary Of Noncontrolling Interest + ReferencesNo definition available. + Details Name: spru_SummaryOfNoncontrollingInterestTableTextBlock Namespace Prefix: spru_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncontrollingInterestAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 47 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Schedule of numerator and denominator used to calculate basic earnings per share and diluted earnings per share The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands, except share data)20242023202420232Numerator:Net loss attributable to stockholders$(53,529)$(19,313)$(64,561)$(35,643)Denominator:Weighted average shares outstanding, basic18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â Dilutive effect of stock options and restricted stock unitsâ€”Â â€”Â â€”Â â€”Â Weighted average shares outstanding, diluted18,566,015Â 17,351,796Â 18,438,375Â 18,072,115Â Net loss attributable to stockholders per share, basic and diluted(2.88)(1.11)(3.50)(1.97) X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 48 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations (Tables) 9 Months Ended Sep. 30, 2024 Discontinued Operations and Disposal Groups [Abstract] Â Schedule of financial information regarding discontinued operations The following table provides supplemental detail of the Companyâ€™s discontinued operations contained within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232Net income (loss) from discontinued operations:Drivetrain(4)(204)$50Â $(4,253)Total$(4)(204)50Â $(4,253)XL GridThe following table presents financial results of XL Grid operations:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232Revenues$â€”Â $â€”Â $â€”Â $149Â Operating expenses:Cost of revenuesâ€”Â â€”Â â€”Â 148Â Selling, general, and administrative expensesâ€”Â â€”Â â€”Â 743Â Gain on asset disposalâ€”Â â€”Â â€”Â (742)Total operating expensesâ€”Â â€”Â â€”Â 149Â Net loss from discontinued operations$â€”Â $â€”Â $â€”Â $â€”Â DrivetrainThe following table presents financial results of Drivetrain operations:Three Months Ended September 30,Nine Months Ended September 30,(Amounts in thousands)20242023202420232Revenues$16Â $9Â $53Â $29Â Operating expenses:Cost of revenues20Â 34Â 84Â 63Â Selling, general, and administrative expensesâ€”Â â€”Â â€”Â 742Â (Gain) loss on asset disposalâ€”Â 179Â (81)3,489Â Otherâ€”Â â€”Â â€”Â (12)Total operating expenses20Â 213Â 3Â 4,282Â Net income (loss) from discontinued operations(4)(204)$50Â $(4,253)The following table presents aggregate carrying amounts of assets and liabilities of discontinued operations contained within the unaudited condensed consolidated balance sheets:As of(Amounts in thousands)September 30, 2024December 31, 2023Assets from discontinued operations:Drivetrain$â€”Â $32Â Total assets from discontinued operations$â€”Â $32Â Liabilities from discontinued operations:Drivetrain$117Â $170Â Total liabilities from discontinued operations$117Â $170Â X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationsAndDisposalGroupsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 3 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-4AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-4BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5D -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5DReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3AReference 12: http://fasb.org/us-

gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3 + Details Name: us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 49 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Organization and Description of Business (Details) contract in Thousands 9 Months Ended Sep. 30, 2024 contract Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Number of home solar assets and contracts 75 X - DefinitionNumber Of Home Solar Assets And Contracts + ReferencesNo definition available. + Details Name: spru_NumberOfHomeSolarAssetsAndContracts Namespace Prefix: spru_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 50 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Narrative (Details) 3 Months Ended 9 Months Ended Jun. 30, 2023 Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Dec. 31, 2023 USD ($) Concentration Risk [Line Items] Â Â Â Â Â Â Restricted cash Â $ 36,323,000 $ 38,524,000 $ 36,323,000 $ 38,524,000 $ 31,600,000 Beneficial interests in securitized financial asset Â 4,800,000 Â 12,300,000 Â Â Accretable yield Â 900,000 Â Â Â Â Annual income expected Â 3,000,000 Â Â Â Â Impairment of long-lived assets Â 0 0 0 0 Â Deferred revenue Â 4,600,000 Â 4,600,000 Â 2,700,000 Deferred revenue recognized (less than) Â 100,000 100,000 100,000 100,000 Â Income tax expense (benefit) Â $ 0 $ 0 $ 0 $ 0 Â Effective income tax rate Â 0.00% 0.00% 0.00% 0.00% Â Stock split, conversion ratio 0.125 Â Â Â Â Â Â Cash and cash equivalents Â $ 113,658,000 $ 154,209,000 $ 113,658,000 $ 154,209,000 141,354,000 Solar Renewable Energy Certificates Â Â Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Â Â Â Inventory, net Â $ 0 Â $ 0 Â $ 0 X - DefinitionInvestment Income, Interest, Accretable Yield + ReferencesNo definition available. + Details Name: spru_InvestmentIncomeInterestAccretableYield Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionInvestment Income, Interest, Annual Income Expected + ReferencesNo definition available. + Details Name: spru_InvestmentIncomeInterestAnnualIncomeExpected Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionInvestment Income, Interest, Beneficial Interests In Securitized Financial Asset + ReferencesNo definition available. + Details Name: spru_InvestmentIncomeInterestBeneficialInterestsInSecuritizedFinancialAsset Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 310 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478785/954-310-50-2 + Details Name: us-gaap_ConcentrationRiskLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate amount of write-downs for impairments recognized during the period for long lived assets held for use (including those held for disposal by means other than sale). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-2Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-4 + Details Name: us-gaap_ImpairmentOfLongLivedAssetsHeldForUse Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_InventoryNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_RestrictedCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRatio applied to the conversion of stock split, for example but not limited to, one share converted to two or two shares converted to one. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 4 -Subparagraph (SAB Topic 4.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-4 + Details Name: us-gaap_StockholdersEquityNoteStockSplitConversionRatio1 Namespace Prefix: us-gaap_ Data Type: xbrli:pureItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PublicUtilityAxis=spru_SolarRenewableEnergyCertificatesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Schedule of reconciliation of cash, cash equivalents, and restricted cash (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Sep. 30, 2023 Accounting Policies [Abstract] Â Â Â Cash and cash equivalents $ 113,658 $ 141,354 $ 154,209 Restricted cash 36,323 $ 31,600 38,524 Total cash, cash equivalents and restricted cash $ 149,981 Â $ 192,733 X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_RestrictedCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 52 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Changes in allowance for credit losses for accounting standards update (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Accounts Receivable, Allowance for Credit Loss [Roll Forward] Â Â Â Balance at the beginning of the period $ 1,693 $ 12,164 $ 12,164 Write-off of uncollectible accounts (1,881) Â (11,447) Provision recognized upon valuation of assets acquired 0 Â 420 Bad debt expense 1,128 2,436 1,841 Balance at the end of the period 940 Â 1,693 Impact of ASC 326 adoption Â Â Â Accounts Receivable, Allowance for Credit Loss [Roll Forward] Â Â Â Balance at the beginning of the period $ 0 $ (1,285) (1,285) Balance at the end of the period Â Â $ 0 X - DefinitionAccounts Receivable, Provision Recognized Upon Valuation Of Assets Acquired + ReferencesNo definition available. + Details Name: spru_AccountsReceivableProvisionRecognizedUponValuationOfAssetsAcquired Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X -

DefinitionAmount of allowance for credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of direct write-downs of accounts receivable charged against the allowance. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableWriteOffs Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_CumulativeEffectPeriodOfAdoptionAxis=srt_CumulativeEffectPeriodOfAdoptionAdjustmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Schedule of disaggregation of revenue (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Disaggregation of Revenue [Line Items] Â Â Â Â Revenues $ 21,378 $ 23,250 $ 61,881 $ 64,158 PPA revenues Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues 11,458 11,370 31,297 30,731 SLA revenues Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues 6,702 7,596 20,574 22,543 Solar renewable energy credit revenues Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues 1,222 2,072 4,396 5,268 Government incentives Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues 110 68 333 164 Servicing revenues Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues 178 100 534 325 Intangibles amortization, unfavorable solar renewable energy agreements Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues 746 974 2,239 2,393 Other revenues Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenues $ 962 $ 1,070 $ 2,508 $ 2,734 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_ProductOrServiceAxis=spru_PPARevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=spru_SLARevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=spru_SolarRenewableEnergyCreditRevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=spru_GovernmentIncentivesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=us-gaap_ServiceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=spru_IntangiblesAmortizationUnfavorableSolarRenewableEnergyAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=us-gaap_ProductAndServiceOtherMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combinations - Narrative (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 09, 2022 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Cash paid for acquisitions, net of cash acquired Â Â $ 0 $ 43,097 Noncontrolling interest, fair value adjustment Â $ (5,500) Â Â Redeemable noncontrolling interest, fair value adjustment Â 200 Â Â Adjustment to additional paid in capital Â $ (1,800) Â Â Ampere Solar Owner IV, LLC, ORE F5A HoldCo, LLC, ORE F6 HoldCo, LLC, RPV Fund 11 LLC, RPV Fund 13 LLC, Sunserve Residential Solar I, LLC and Level Solar Fund III, LLC Â Â Â Â Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Ownership interest, percentage Â 100.00% Â Â Legacy Spruce Power Â Â Â Â Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Cash paid for acquisitions, net of cash acquired $ 32,600 Â Â Â Payment to acquire business, gross 61,800 Â Â Â Cash acquired from acquisition 29,200 Â Â Â Spruce Power Â Â Â Â Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Cash paid for acquisitions, net of cash acquired $ 32,585 Â Â Â Estimated Life (in years) 16 years Â Â Â Spruce Power | Sales Â Â Â Â Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Effect of adjustments due to change in provisional amounts Â $ 400 Â Â Effect of adjustments related to prior periods due to change in provisional amounts Â 500 Â Â Spruce Power | Other revenues Â Â Â Â Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Effect of adjustments due to change in provisional amounts Â 400 Â Â Effect of adjustments related to prior periods due to change in provisional amounts Â 300 Â Â Spruce Power | Depreciation Â Â Â Â Business Combination, Separately Recognized Transactions [Line Items] Â Â Â Â Effect of adjustments due to change in provisional amounts Â 1,900 Â Â Effect of adjustments related to prior periods due to change in provisional amounts Â $ 900 Â Â X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Effect Of Adjustments + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteEffectOfAdjustments Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNoncontrolling Interest, Equity, Fair Value Adjustment + ReferencesNo definition available. + Details Name: spru_NoncontrollingInterestEquityFairValueAdjustment Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionRedeemable Noncontrolling Interest, Equity, Fair Value Adjustment, Increase (Decrease) in FV + ReferencesNo definition available. + Details Name: spru_RedeemableNoncontrollingInterestEquityFairValueAdjustment Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of other increase (decrease) in additional paid in capital (APIC). + ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in income that would have been recognized in previous periods if the adjustments to provisional amounts were recognized as of the acquisition date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-4A + Details Name: us-gaap_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsRelatedToPreviousPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationSeparatelyRecognizedTransactionsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash inflow associated with the acquisition of business during the period (for example, cash that was held by the acquired business). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_CashAcquiredFromAcquisition Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe parent entity's interest in net assets of the subsidiary, expressed as a percentage. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestOwnershipPercentageByParent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_OwnershipAxis=spru_CertainSubsidiariesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=spru_LegacySprucePowerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=spru_SprucePowerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=spru_AmortizationOfIntangibleAssetsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=spru_DepreciationMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 55 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combinations - Schedule of assets acquired and liabilities assumed (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 09, 2022 Sep. 30, 2024 Sep. 30, 2023 Sep. 08, 2023 Dec. 31, 2023 Dec. 31, 2022 Total purchase consideration: Â Â Â Â Â Â Cash, net of cash acquired, and restricted cash Â $ 0 $ 43,097 Â Â Â Allocation of consideration to assets acquired and liabilities assumed: Â Â Â Â Â Â Goodwill Â $ 0 Â Â $ 28,757 $ 28,757 Spruce Power Â Â Â Â Â Â Total purchase consideration: Â Â Â Â Â Â Cash, net of cash acquired, and restricted cash $ 32,585 Â Â Â Â Â Â Allocation of consideration to assets acquired and liabilities assumed: Â Â Â Â Â Â Accounts receivable, net 10,995 Â Â Â Â Â Prepaid expenses and other current assets 4,363 Â Â Â Â Â Solar energy systems 495,566 Â Â Â Â Â Other property and equipment 337 Â Â Â Â Â Intangible assets 11,980 Â Â Â Â Â Interest rate swap assets 26,698 Â Â Â Â Â Right-of-use asset 2,951 Â Â Â Â Â Other assets 256 Â Â Â Â Â Goodwill 28,757 Â Â Â Â Â Accounts payable (2,642) Â Â Â Â Â Unfavorable solar renewable energy agreements (10,500) Â Â Â Â Â Accrued expenses (13,302) Â Â Â Â Â Lease liability

(3,340) Â Â Â Â Â Long-term debt (507,230) Â Â Â Â Â Other liabilities (43) Â Â Â Â Â Redeemable noncontrolling interests and noncontrolling interests (12,261) Â Â Â Â Â Total assets acquired and liabilities assumed 32,585 Â Â Â Â Â Measurement Period Adjustments Â Â Â Â Â Prepaid expenses and other current assets Â Â Â $ (2,405) Â Â Solar energy systems Â Â Â 89,268 Â Â Intangible assets Â Â Â 11,980 Â Â Right-of-use asset Â Â Â (328) Â Â Other assets Â Â Â (102) Â Â Goodwill Â Â Â (129,879) Â Â Accounts payable Â Â Â (22) Â Â Unfavorable solar renewable energy agreements Â Â Â (10,500) Â Â Accrued expenses Â Â Â (241) Â Â Lease liability Â Â Â 42 Â Â Long-term debt Â Â Â 2,772 Â Â Other liabilities Â Â Â 292 Â Â Redeemable noncontrolling interests and noncontrolling interests Â Â Â 39,123 Â Â Total assets acquired and liabilities assumed Â Â Â $ 0 Â Â Spruce Power | Previously Reported Â Â Â Â Â Â Total purchase consideration: Â Â Â Â Â Â Cash, net of cash acquired, and restricted cash 32,585 Â Â Â Â Â Allocation of consideration to assets acquired and liabilities assumed: Â Â Â Â Â Â Accounts receivable, net 10,995 Â Â Â Â Â Prepaid expenses and other current assets 6,768 Â Â Â Â Â Solar energy systems 406,298 Â Â Â Â Â Other property and equipment 337 Â Â Â Â Â Intangible assets 0 Â Â Â Â Â Interest rate swap assets 26,698 Â Â Â Â Â Right-of-use asset 3,279 Â Â Â Â Â Other assets 358 Â Â Â Â Â Goodwill 158,636 Â Â Â Â Â Accounts payable (2,620) Â Â Â Â Â Unfavorable solar renewable energy agreements 0 Â Â Â Â Â Accrued expenses (13,061) Â Â Â Â Â Lease liability (3,382) Â Â Â Â Â Long-term debt (510,002) Â Â Â Â Â Other liabilities (335) Â Â Â Â Â Redeemable noncontrolling interests and noncontrolling interests (51,384) Â Â Â Â Â Total assets acquired and liabilities assumed $ 32,585 Â Â Â Â Â X - DefinitionBusiness Combination, Acquisition of Less than 100 Percent, Noncontrolling Interest, Provisional Information, Initial Accounting Incomplete, Adjustment, Fair Value + ReferencesNo definition available. + Details Name: spru_BusinessCombinationAcquisitionOfLessThan100PercentNoncontrollingInterestProvisionalInformationInitialAccountingIncompleteAdjustmentFairValue Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustment, Intangible Liabilities + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentIntangibleLiabilities Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Accounts Payable + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsAccountsPayable Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Accrued Expenses + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsAccruedExpenses Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Lease Liability + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsLeaseLiability Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Long-Term Debt + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsLongTermDebt Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Other Liabilities + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsOtherLiabilities Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Prepaid And Other Current Expenses + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsPrepaidAndOtherCurrentExpenses Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Right-Of-Use Assets + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsRightOfUseAssets Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Adjustments, Solar Energy Systems + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentsSolarEnergySystems Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionBusiness Combination, Provisional Information, Initial Accounting Incomplete, Other Assets + ReferencesNo definition available. + Details Name: spru_BusinessCombinationProvisionalInformationInitialAccountingIncompleteOtherAssets Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Accrued Liabilities + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAccruedLiabilities Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Derivative Assets + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedDerivativeAssets Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Liabilities + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibleLiabilities Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Operating Lease Right-Of-Use-Asset + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedOperatingLeaseRightOfUseAsset Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Solar Energy Systems + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedSolarEnergySystems Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThis element represents the fair value of the noncontrolling interest in the acquiree at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationAcquisitionOfLessThan100PercentNoncontrollingInterestFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationConsiderationTransferredAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationProvisionalInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThis element represents the amount of any measurement period adjustment (as defined) realized during the reporting period to items of consideration transferred in connection with a business combination for which the initial accounting was incomplete. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 4A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-4A + Details Name: us-gaap_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentConsiderationTransferred Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThis element represents the amount of any measurement period adjustment (as defined) realized during the reporting period to intangibles acquired in connection with a business combination for which the initial accounting was incomplete. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 4A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-4A + Details Name: us-gaap_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentIntangibles Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of lease obligation assumed in business combination. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCapitalLeaseObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsPrepaidExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount due from customers or clients for goods or services, including trade receivables, that have been delivered or sold in the normal course of business, and amounts due from others, including related parties expected to be converted to cash, sold or exchanged within one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentAssetsReceivables Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities incurred for goods and services received that are used in an entity's business and related party payables, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedCurrentLiabilitiesAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe amount of identifiable intangible assets recognized as of the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNetAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of long-term debt due after one year or the normal operating cycle, if longer, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of other liabilities due after one year or the normal operating cycle, if longer, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of other assets expected to be realized or consumed after one year or the normal operating cycle, if longer, acquired at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe amount of property, plant, and equipment recognized as of the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) from measurement period adjustment of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -

Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 16 -SubTopic 10 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-16 + Details Name: us-gaap_GoodwillPurchaseAccountingAdjustments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of a business, net of the cash acquired from the purchase. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesNetOfCashAcquired Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=spru_SprucePowerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RestatementAxis=srt_ScenarioPreviouslyReportedMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Business Combinations - Gross intangibles acquired and estimated useful lives (Details) $ in Thousands Sep. 09, 2022 USD ($) Acquired Finite-Lived Intangible Assets [Line Items] Â Asset $ 11,980 Liability $ 10,500 Solar renewable energy agreements | Minimum Â Acquired Finite-Lived Intangible Assets [Line Items] Â Estimated Life (in years) 3 years Solar renewable energy agreements | Maximum Â Acquired Finite-Lived Intangible Assets [Line Items] Â Estimated Life (in years) 6 years Spruce Power Â Acquired Finite-Lived Intangible Assets [Line Items] Â Estimated Life (in years) 16 years Spruce Power | Solar renewable energy agreements Â Acquired Finite-Lived Intangible Assets [Line Items] Â Asset $ 340 Liability 10,500 Spruce Power | Performance based incentives agreements Â Acquired Finite-Lived Intangible Assets [Line Items] Â Asset 3,240 Liability $ 0 Estimated Life (in years) 13 years Spruce Power | Trade name Â Acquired Finite-Lived Intangible Assets [Line Items] Â Asset $ 8,400 Liability $ 0 Estimated Life (in years) 30 years X - DefinitionFinite Lived Intangible Liabilities Acquired + ReferencesNo definition available. + Details Name: spru_FiniteLivedIntangibleLiabilitiesAcquired Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase in assets, excluding financial assets, lacking physical substance with a definite life, from an acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap_FinitelivedIntangibleAssetsAcquired1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=spru_SolarRenewableEnergyCreditAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=spru_SprucePowerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=spru_PerformanceBasedIncentiveAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Acquisitions (Details) $ in Thousands Aug. 18, 2023 USD ($) contract Mar. 23, 2023 USD ($) lease Sep. 30, 2024 USD ($) Dec. 31, 2023 USD ($) Asset Acquisition [Line Items] Â Â Â Â Investments under SEMTH master lease agreement Â Â $ 138,340 $ 143,095 SS Holdings 2017 and subsidiaries (SMETH) Â Â Â Â Asset Acquisition [Line Items] Â Â Â Â Term of use rights to customer payment stream Â 20 years Â Â Number of customers | lease Â 22,500 Â Â Payment to acquire use rights Â $ 23,000 Â Â Senior indebtedness assumed Â 125,000 Â Â Investments under SEMTH master lease agreement Â $ 146,900 Â Â Tredegar Â Â Â Â Asset Acquisition [Line Items] Â Â Â Â Number of customers | contract 2,400 Â Â Â Payment to acquire use rights $ 21,200 Â Â Â Payments For Asset Acquisition $ 20,900 Â Â Â Estimated Life (in years) 11 years Â Â Â Transaction cost $ 300 Â Â Â Finite-lived intangible assets, fair value disclosure $ 19,600 Â Â Â Â X - DefinitionAsset Acquisition, Use Rights To Customer Payment Stream, Number Of Customers + ReferencesNo definition available. + Details Name: spru_AssetAcquisitionUseRightsToCustomerPaymentStreamNumberOfCustomers Namespace Prefix: spru_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionAsset Acquisition, Use Rights To Customer Payment Stream, Term + ReferencesNo definition available. + Details Name: spru_AssetAcquisitionUseRightsToCustomerPaymentStreamTerm Namespace Prefix: spru_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionInvestments Under Master Lease Agreement + ReferencesNo definition available. + Details Name: spru_InvestmentsUnderMasterLeaseAgreement Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPayments For Asset Acquisition + ReferencesNo definition available. + Details Name: spru_PaymentsForAssetAcquisition Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionWeighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of consideration transferred in asset acquisition. Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479908/805-50-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferred Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of transaction cost incurred as part of consideration transferred in asset acquisition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479908/805-50-55-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2 + Details Name: us-gaap_AssetAcquisitionConsiderationTransferredTransactionCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 15 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480123/805-50-15-3 + Details Name: us-gaap_AssetAcquisitionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value portion of assets, excluding financial assets, that lack physical substance, having a limited useful life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe fair value of liabilities assumed in noncash investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_LiabilitiesAssumed1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_AssetAcquisitionAxis=spru_SSHoldings2017AndSubsidiariesSMETHMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AssetAcquisitionAxis=spru_TredegarMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R47.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, Net - Schedule of property and equipment (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Property, Plant and Equipment [Line Items] Â Â Property and equipment, net $ 464,695 $ 484,406 Gross other property and equipment 732 903 Less: Accumulated depreciation (252) (429) Other property and equipment, net 480 474 Solar energy systems Â Â Property, Plant and Equipment [Line Items] Â Â Solar energy systems 510,947 513,526 Less: Accumulated depreciation (46,732) (29,594) Property and equipment, net 464,215 483,932 Equipment Â Â Property, Plant and Equipment [Line Items] Â Â Gross other property and equipment 0 157 Furniture and fixtures Â Â Property, Plant and Equipment [Line Items] Â Â Gross other property and equipment 430 461 Computers and related equipment Â Â Property, Plant and Equipment [Line Items] Â Â Gross other property and equipment 272 218 Software Â Â Property, Plant and Equipment [Line Items] Â Â Gross other property and equipment 0 8 Leasehold improvements Â Â Property, Plant and Equipment [Line Items] Â Â Gross other property and equipment $ 30 $ 59 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount before accumulated depreciation, depletion and amortization of other physical assets used in the normal conduct of business to produce goods and services and not intended for resale. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentOther Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance

Type: debit Period Type: instant X - DefinitionAmount of accumulated depreciation of long-lived, physical assets used to produce goods and services and not intended for resale, classified as other. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentOtherAccumulatedDepreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount after depreciation of long-lived, physical assets used to produce goods and services and not intended for resale, classified as other. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentOtherNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=spru_SolarEnergySystemsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_EquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_ComputerEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_SoftwareDevelopmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R48.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, Net - Narrative (Details) - USD ($) $ in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Energy Equipment Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Depreciation expense $ 5.7 $ 6.3 $ 17.1 $ 17.9 Property and equipment, net Â Â Â Â Property, Plant and Equipment [Line Items] Â Â Â Â Depreciation expense Â Â $ 0.2 Â X - DefinitionThe amount of expense recognized in the current period that reflects the allocation of the cost of tangible assets over the assets' useful lives. Includes production and non-production related depreciation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_Depreciation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7A + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_EnergyEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_PropertyPlantAndEquipmentOtherTypesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R49.htm IDEA: XBRL DOCUMENT v3.24.3 Intangible Assets, Net - Schedule of intangible assets (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Acquired Finite-Lived Intangible Assets [Line Items] Â Â Intangible assets: $ 11,980 $ 11,980 Less: Accumulated amortization (2,713) (1,784) Intangible assets, net 9,267 10,196 Solar renewable energy agreements Â Â Acquired Finite-Lived Intangible Assets [Line Items] Â Â Intangible assets: 340 340 Performance based incentives agreements Â Â Acquired Finite-Lived Intangible Assets [Line Items] Â Â Intangible assets: 3,240 3,240 Trade name Â Â Acquired Finite-Lived Intangible Assets [Line Items] Â Â Intangible assets: $ 8,400 $ 8,400 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAccumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 10 -Name Accounting Standards Codification -Section S45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480265/350-10-S45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 928 -SubTopic 340 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478859/928-340-50-1 + Details Name: us-gaap_FiniteLivedIntangibleAssetsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=spru_SolarRenewableEnergyCreditAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=spru_PerformanceBasedIncentiveAgreementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis=us-gaap_TradeNamesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R50.htm IDEA: XBRL DOCUMENT v3.24.3 Intangible Assets, Net - Narrative (Details) - USD ($) $ in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Acquired Finite-Lived Intangible Assets [Line Items] Â Â Â Â Amortization expense $ 0.3 $ 0.3 $ 0.9 $ 0.9 Revenue From Contract With Customer, Excluding Assessed Tax Â Â Â Â Acquired Finite-Lived Intangible Assets [Line Items] Â Â Â Â Amortization expense 0.1 0.1 0.3 0.3 Selling, General and Administrative Expenses Â Â Â Â Acquired Finite-Lived Intangible Assets [Line Items] Â Â Â Â Amortization expense $ 0.2 $ 0.2 $ 0.6 $ 0.5 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_AcquiredFiniteLivedIntangibleAssetsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482686/350-30-45-2 + Details Name: us-gaap_AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=spru_RevenueFromContractWithCustomerExcludingAssessedTaxMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingGeneralAndAdministrativeExpensesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 62 R51.htm IDEA: XBRL DOCUMENT v3.24.3 Intangible Assets, Net - Schedule of estimated future intangible amortization expense (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Goodwill and Intangible Assets Disclosure [Abstract] Â Â Remainder of 2024 $ 310 Â 2025 1,126 Â 2026 1,122 Â 2027 978 Â 2028 878 Â Thereafter 4,853 Â Intangible assets, net $ 9,267 $ 10,196 X - DefinitionFinite-Lived Intangible Asset, Expected Amortization, After Year Four + ReferencesNo definition available. + Details Name: spru_FiniteLivedIntangibleAssetExpectedAmortizationAfterYearFour Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2 + Details Name: us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap_FiniteLivedIntangibleAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 63 R52.htm IDEA: XBRL DOCUMENT v3.24.3 Accrued Expenses and Other Current Liabilities (Details) - USD ($) $ in

Thousands Sep. 30, 2024 Dec. 31, 2023 Accrued Liabilities and Other Liabilities [Abstract] Â Â Accrued interest $ 11,545 $ 8,587 Accrued professional fees 2,249 2,386 Accrued contingencies (See Note 14. Commitments and Contingencies) 8,030 21,300 Accrued compensation and related benefits 4,764 3,237 Accrued expenses, other 1,030 2,293 Accrued operating and maintenance expenses 2,102 2,079 Accrued taxes, stock-based compensation 1,132 752 Current portion of interest rate swap liability 40 0 Accrued expenses and other current liabilities $ 30,892 $ 40,634 X - DefinitionAccrued Operating And Maintenance Expenses, Current + ReferencesNo definition available. + Details Name: spru_AccruedOperatingAndMaintenanceExpensesCurrent Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying values as of the balance sheet date of obligations incurred through that date and due within one year (or the operating cycle, if longer), including liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received, taxes, interest, rent and utilities, accrued salaries and bonuses, payroll taxes and fringe benefits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableAndAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations, excluding pension and other postretirement benefits, incurred through that date and payable for perquisites provided to employees pertaining to services received from them. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedEmployeeBenefitsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all domestic and foreign income tax obligations due. This amount is the total of current and noncurrent accrued income taxes. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(b)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_AccruedIncomeTaxes Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AccruedLiabilitiesAndOtherLiabilitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedProfessionalFeesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset, expected to be settled within one year or normal operating cycle, if longer. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3 + Details Name: us-gaap_DerivativeLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of interest payable on debt, including, but not limited to, trade payables. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(15)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_InterestPayableCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of loss contingency liability expected to be resolved within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1 + Details Name: us-gaap_LossContingencyAccrualCarryingValueCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_OtherLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 64 R53.htm IDEA: XBRL DOCUMENT v3.24.3 Non-Recourse Debt - Schedule of long-term debt (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Sep. 09, 2022 Debt Instrument [Line Items] Â Â Â Â Â Â Unamortized fair value adjustment $ (23,348) Â $ (23,348) Â $ (27,600) Â Unamortized deferred financing costs 2,254 Â 2,254 Â 341 Â Total Non-recourse debt 605,356 Â 605,356 Â 618,780 Â Less: Non-recourse debt, current (28,351) Â (28,351) Â (27,914) Â Non-recourse debt, non-current, net 577,005 Â 577,005 Â 590,866 Â Legacy Spruce Power Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Long-term debt Â Â Â Â Â Â $ 507,200 Fair value of long-term debt Â Â Â Â Â $ 35,200 Fair value adjustment of amortization of long-term debt 1,500 $ 1,500 4,400 $ 4,400 Â Â A&R SVB Credit Agreement Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Long-term debt 202,753 Â 202,753 Â 214,803 Â Second SBV Credit Agreement Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Long-term debt 80,233 Â 80,233 Â 85,231 Â KeyBank Credit Agreement Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Long-term debt 55,260 Â 55,260 Â 58,962 Â A&R Second KeyBank Credit Agreement Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Long-term debt 162,712 Â 162,712 Â 162,725 Â Deutsche Bank Credit Agreement, SP4 Facility Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Long-term debt 0 Â 0 Â 125,000 Â Barings GPSF LLC Credit Agreement Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Long-term debt $ 130,000 Â $ 130,000 Â $ 0 Â X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Amortization Of Long-Term Debt, Fair Value Adjustment + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesAmortizationOfLongTermDebtFairValueAdjustment Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Long-Term Debt, Fair Value Adjustment + ReferencesNo definition available. + Details Name: spru_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesLongTermDebtFairValueAdjustment Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLong-Term Debt, Excluding Current Maturities, Before Fair Value Adjustment + ReferencesNo definition available. + Details Name: spru_LongTermDebtExcludingCurrentMaturitiesBeforeFairValueAdjustment Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt due after one year or the normal operating cycle, if longer, assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedNoncurrentLiabilitiesLongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization, of debt discount (premium). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1D + Details Name: us-gaap_DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -

Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_BusinessAcquisitionAxis=spru_LegacySprucePowerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_ARSVBCreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_SecondSBVCreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_KeyBankCreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_ARSecondKeyBankCreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_DeutscheBankCreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_BaringsGPSFCreditAgreementSETFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 65 R54.htm IDEA: XBRL DOCUMENT v3.24.3 Non-Recourse Debt - Narrative (Details) $ in Millions Jun. 26, 2024 USD ($) Barings GPSF LLC Credit Agreement Â Debt Instrument [Line Items] Â Principal balance $ 130.0 Interest rate 6.889% Deutsche Bank Credit Agreement, SP4 Facility Â Debt Instrument [Line Items] Â Extinguishment of debt, amount $ 125.0 Debt issuance costs, gross $ 2.1 X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentInterestRateStatedPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, before accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DeferredFinanceCostsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionGross amount of debt extinguished. + ReferencesNo definition available. + Details Name: us-gaap_ExtinguishmentOfDebtAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=spru_BaringsGPSFCreditAgreementSETFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=spru_DeutscheBankCreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 66 R55.htm IDEA: XBRL DOCUMENT v3.24.3 Interest Rate Swaps (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Derivative [Line Items] Â Â Â Â Percent of floating rate term loans covered 99.00% Â 99.00% Â Change in fair value of interest rate swaps $ (11,328) $ 8,061 $ (8,153) $ 11,663 Interest rate swaps | Interest Expense Â Â Â Â Derivative [Line Items] Â Â Â Â Gain (loss) on sale of derivatives Â Â 3,600 Â Interest rate swaps | Other Operating Income (Expense) Â Â Â Â Derivative [Line Items] Â Â Â Â Change in fair value of interest rate swaps (11,300) 8,100 (8,200) 11,800 Interest rate swaps | Interest Expense Â Â Â Â Derivative [Line Items] Â Â Â Â Change in fair value of interest rate swaps $ 3,000 $ 3,800 $ 13,800 $ 9,700 X - DefinitionDerivatives, Percent Of Floating Rate Term Loans Covered By Interest Rate Swaps + ReferencesNo definition available. + Details Name: spru_DerivativesPercentOfFloatingRateTermLoansCoveredByInterestRateSwaps Namespace Prefix: spru_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-5 + Details Name: us-gaap_DerivativeLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAggregate net gain (loss) on all derivative instruments recognized in earnings during the period, before tax effects. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_GainLossOnDerivativeInstrumentsNetPretax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe difference between the book value and the sale price of options, swaps, futures, forward contracts, and other derivative instruments. This element refers to the gain (loss) included in earnings. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(13)(h)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(a)(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(7)(a)(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GainLossOnSaleOfDerivatives Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAggregate gain on all derivative instruments recognized in earnings during the period, before tax effects. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4A + Details Name: us-gaap_GainOnDerivativeInstrumentsPretax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_InterestExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_OtherComprehensiveIncomeLocationAxis=us-gaap_OtherOperatingIncomeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_OtherComprehensiveIncomeLocationAxis=us-gaap_InterestExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 67 R56.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Narrative (Details) - USD ($) $ in Millions Sep. 30, 2024 Dec. 31, 2023 Fair Value Disclosures [Abstract] Â Â Long-term debt, fair value $ 626.1 $ 628.2 X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe fair value amount of long-term debt whether such amount is presented as a separate caption or as a parenthetical disclosure. Additionally, this element may be used in connection with the fair value disclosures required in the footnote disclosures to the financial statements. The element may be used in both the balance sheet and disclosure in the same submission. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -

Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LongTermDebtFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 68 R57.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Schedule of fair values private warrants were valued using a Black-Scholes model (Details) 9 Months Ended 12 Months Ended Sep. 30, 2024 $ / shares Dec. 31, 2023 $ / shares Risk-free rate Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input, risk-free interest rate, expected volatility 0.039 0.042 Remaining term in years Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Remaining term in years 1 year 2 months 23 days 1 year 11 months 23 days Expected volatility Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input, risk-free interest rate, expected volatility 0.597 0.820 Exercise price (in dollars per share) Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input, risk-free interest rate, expected volatility 92.00 92.00 Fair value of common stock (in dollars per share) Â Â Fair Value Measurement Inputs and Valuation Techniques [Line Items] Â Â Measurement input, risk-free interest rate, expected volatility 2.84 4.42 X - DefinitionDerivative Liability, Measurement Input, Outstanding, Weighted Average Remaining Term + ReferencesNo definition available. + Details Name: spru_DerivativeLiabilityMeasurementInputOutstandingWeightedAverageRemainingTerm Namespace Prefix: spru_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionValue of input used to measure derivative liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_DerivativeLiabilityMeasurementInput Namespace Prefix: us-gaap_ Data Type: xbrli:decimalItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputRiskFreeInterestRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExpectedTermMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputPriceVolatilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputExercisePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_MeasurementInputTypeAxis=us-gaap_MeasurementInputSharePriceMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 69 R58.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Schedule of assets and liabilities which are measured at fair value on a recurring basis (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Assets Â Â Total $ 126,325 $ 158,322 Liabilities: Â Â Warrant liabilities 0 17 Total 647 17 Money market accounts Â Â Assets Â Â Cash and cash equivalents, fair value disclosure 106,790 21,475 U.S. Treasury securities Â Â Assets Â Â Cash and cash equivalents, fair value disclosure Â 108,964 Interest rate swaps Â Â Assets Â Â Interest rate swaps 19,535 27,883 Liabilities: Â Â Interest rate swaps 647 Â Level I Â Â Assets Â Â Total 106,790 130,439 Liabilities: Â Â Warrant liabilities Â 0 Total 0 0 Level I | Money market accounts Â Â Assets Â Â Cash and cash equivalents, fair value disclosure 106,790 21,475 Level I | U.S. Treasury securities Â Â Assets Â Â Cash and cash equivalents, fair value disclosure Â 108,964 Level I | Interest rate swaps Â Â Assets Â Â Interest rate swaps 0 0 Liabilities: Â Â Interest rate swaps 0 Â Level II Â Â Assets Â Â Total 19,535 27,883 Liabilities: Â Â Warrant liabilities Â 0 Total 647 0 Level II | Money market accounts Â Â Assets Â Â Cash and cash equivalents, fair value disclosure 0 0 Level II | U.S. Treasury securities Â Â Assets Â Â Cash and cash equivalents, fair value disclosure Â 0 Level II | Interest rate swaps Â Â Assets Â Â Interest rate swaps 19,535 27,883 Liabilities: Â Â Interest rate swaps 647 Â Level III Â Â Assets Â Â Total 0 0 Liabilities: Â Â Warrant liabilities Â 17 Total 0 17 Level III | Money market accounts Â Â Assets Â Â Cash and cash equivalents, fair value disclosure 0 0 Level III | U.S. Treasury securities Â Â Assets Â Â Cash and cash equivalents, fair value disclosure Â 0 Level III | Interest rate swaps Â Â Assets Â Â Interest rate swaps 0 $ 0 Liabilities: Â Â Interest rate swaps $ 0 Â X - ReferencesNo definition available. + Details Name: us-gaap_AssetsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value portion of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes assets not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-12Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 55 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477439/946-210-55-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(3)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)(Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(3)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column A)(Footnote 3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 30: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DerivativeAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFair value, after the effects of master netting arrangements, of a financial liability or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes liabilities not subject to a master netting arrangement and not elected to be offset. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference

14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 16: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478795/946-210-50-6Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)(Footnote 7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(9)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)(Footnote 8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5C -Subparagraph (SX 210.12-13C(Column H)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5CReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SX 210.12-13(Column G)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5A -Subparagraph (SX 210.12-13A(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 320 -Name Accounting Standards Codification -Section S99 -Paragraph 5B -Subparagraph (SX 210.12-13B(Column E)(Footnote 4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477271/946-320-S99-5BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483466/210-20-50-3Reference 28: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-22Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483444/210-20-55-10Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_DerivativeLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value of financial and nonfinancial obligations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LiabilitiesFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_WarrantsAndRightsOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_MoneyMarketFundsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CashAndCashEquivalentsAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 70 R59.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Schedule of roll forward of the company's Level 3 instruments (Details) - Level III - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Â Â Beginning balance $ 2 $ 17 Fair value adjustments â€" warrant liability (2) (17) Ending balance $ 0 $ 0 X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of gain (loss) recognized in income from liability measured at fair value on recurring basis using unobservable input (level 3). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationRecurringBasisLiabilityGainLossIncludedInEarnings Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value of financial instrument classified as a liability measured using unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2 + Details Name: us-gaap_FairValueMeasurementWithUnobservableInputsReconciliationsRecurringBasisLiabilityValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R60.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Goodwill [Roll Forward] Â Â Â Â Â Goodwill, beginning balance Â Â $ 28,757 $ 28,757 $ 28,757 Impairment of goodwill $ 28,757 $ 0 28,757 $ 0 0 Goodwill, ending balance $ 0 Â $ 0 Â $ 28,757 X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Goodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_GoodwillRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 72 R61.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation Expense - Narrative (Details) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Apr. 12, 2024 Sep. 09, 2022 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Share-based compensation expense (benefit) Â Â $ 700 $ 900 $ 2,100 $ 2,400 Â Unrecognized compensation cost Â Â $ 8,200 Â 8,200 Â Â Period of recognition for share-based compensation expense Â Â 2 years 8 months 12 days Â Â Â Â Impairment of goodwill Â Â $ 28,757 0 28,757 $ 0 $ 0 Aggregate intrinsic value of stock options outstanding Â Â 100 Â $ 100 Â Â Granted (in shares) Â Â Â Â Â 295,229 0 Â Chief Executive Officer Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Share-based compensation expense (benefit) Â Â Â Â Â $ 500 Â Â Granted (in shares) Â Â Â Â 295,229 Â Â Restricted Stock Units Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Granted (in shares) Â Â Â Â 1,925,157 653,425 Â Vested (in shares) Â Â Â Â 305,192 521,313 Â Cancelled or forfeited (in shares) Â Â Â Â 635,299 266,162 Â Restricted Stock Units | Director Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Â Vesting period Â Â Â Â 4 years Â Â Restricted Stock Units | Chief Executive Officer Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Granted (in shares) Â Â Â Â 88,636 Â Â Vested (in shares) 97,994 Â Â Â 97,994 Â Â Cancelled or forfeited (in shares) 244,267 Â Â Â Â Â Â Ladder RSUs Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Â Share-based compensation expense (benefit) Â Â Â $ 100 Â $ 300 Â Expiration period of grant Â 10 years Â Â Â Â Â Grant date stock price (in dollars per share) Â $ 9.36 Â Â Â Â Â Expected volatility Â 85.00% Â Â Â Â Â Risk free interest rate Â 3.30% Â Â Â Â Â Expected dividend rate Â 0.00% Â Â Â Â Â Ladder RSUs | Chief Executive Officer Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Â Share-based compensation expense (benefit) Â Â $ (700) Â Â Â Â Granted (in shares) Â 208,333 Â Â Â Â Â Percentage vesting in increments certified by Plan administrator Â 10.00% Â Â Â Â Â Expiration period of grant Â 10 years Â Â Â Â Â Minimum | Share-Based Payment Arrangement, Option Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Â Vesting period Â Â Â Â 1 year Â Â Maximum | Share-Based Payment Arrangement, Option Â Â Â Â Â Â Â Â Share-Based Compensation Expense (Details) [Line Items] Â Â Â Â Â Â Â Â Vesting period Â Â Â Â 4 years Â Â X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -

Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-2 + Details Name: us-gaap_GoodwillImpairmentLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPrice of a single share of a number of saleable stocks of a company. + ReferencesNo definition available. + Details Name: us-gaap_SharePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPeriod from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardExpirationPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: srt_TitleOfIndividualAxis=srt_ChiefExecutiveOfficerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=srt_DirectorMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=spru_LadderRSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 73 R62.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation Expense - Schedule of stock option award activity (Details) - $ / shares 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Dec. 31, 2022 Shares Â Â Â Â Outstanding, beginning balance (in shares) 193,156 761,408 761,408 Â Granted (in shares) 295,229 0 Â Â Exercised (in shares) 0 (331,091) Â Â Cancelled or forfeited (in shares) 0 (78,797) Â Â Outstanding, ending balance (in shares) 488,385 351,520 193,156 761,408 Exercisable (in shares) 192,523 349,529 Â Â Weighted Average Exercise Price Â Â Â Â Outstanding, beginning balance (in usd per share) $ 17.89 $ 11.12 $ 11.12 Â Granted (in usd per share) 3.74 0 Â Â Exercised (in usd per share) 0 1.95 Â Â Cancelled or forfeited (in usd per share) 0 51.48 Â Â Outstanding, ending balance (in usd per share) 9.34 10.69 $ 17.89 $ 11.12 Exercisable (in usd per share) $ 17.76 $ 10.38 Â Â Weighted Average Remaining Contractual Term Â Â Â Â Outstanding 7 years 9 months 18 days 3 years 4 months 24 days 5 years 9 months 18 days 2 years 8 months 12 days Exercisable 5 years 3 years 4 months 24 days Â Â X - DefinitionShares, Exercised. + ReferencesNo definition available. + Details Name: spru_StockIssuedDuringPeriodStockOptionsExercised Namespace Prefix: spru_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1:

http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration XML 74 R63.htm IDEA: XBRL DOCUMENT v3.24.3 Share-Based Compensation Expense - Schedule of restricted stock awards and restricted stock units (Details) - Restricted Stock Units - $ / shares 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Number of Shares Â Â Non-vested, beginning of period (in shares) 1,102,095 1,229,089 Granted (in shares) 1,925,157 653,425 Vested (in shares) 305,192 521,313 Cancelled or forfeited (in shares) 635,299 266,162 Non-vested, end of period (in shares) 2,086,761 1,095,039 Weighted Average Grant Date Fair Value Per Share Â Â Non-vested, beginning of period (in dollars per share) $ 7.74 $ 10.40 Granted (in dollars per share) 3.50 6.50 Vested (in dollars per share) 6.63 12.63 Cancelled or forfeited (in dollars per share) 5.22 10.32 Non-vested, ending of period (in dollars per share) $ 4.77 $ 7.88 X - DefinitionShare Based Compensation Arrangement By Share Based Payment Award, Non Option Equity Instruments, Weighted Average Fair Value + ReferencesNo definition available. + Details Name: spru_ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsWeightedAverageFairValueRollForward Namespace Prefix: spru_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price of options that were either forfeited or expired. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 75 R64.htm IDEA: XBRL DOCUMENT v3.24.3 Noncontrolling Interests (Details) - USD ($) 9 Months Ended Sep. 30, 2024 Dec. 31, 2023 Noncontrolling Interest [Line Items] Â Â Contingent obligation threshold period 3 months Â Redeemable noncontrolling interest, equity, carrying amount $ 0 $ 0 Assets 806,774,000 895,021,000 Liabilities 655,138,000 680,352,000 Variable Interest Entity, Not Primary Beneficiary Â Â Noncontrolling Interest [Line Items] Â Â Assets 37,000,000.0 38,000,000.0 Liabilities $ 800,000 $ 800,000 Common Class A Â Â Noncontrolling Interest [Line Items] Â Â Allocation percentage of taxable income from inception to flip date 99.00% Â Allocation percentage of taxable income after flip date 5.00% Â Common Class B Â Â Noncontrolling Interest [Line Items] Â Â Allocation percentage of taxable income from inception to flip date 1.00% Â Â X - DefinitionAllocation Of Taxable Income, After Flip Date, Percentage + ReferencesNo definition available. + Details Name: spru_AllocationOfTaxableIncomeAfterFlipDatePercentage Namespace Prefix: spru_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: duration X - DefinitionAllocation Of Taxable Income, Inception Through Flip Date, Percentage + ReferencesNo definition available. + Details Name: spru_AllocationOfTaxableIncomeInceptionThroughFlipDatePercentage Namespace Prefix: spru_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: duration X - DefinitionRedeemable Noncontrolling Interest, Contingent Obligation Threshold Period + ReferencesNo definition available. + Details Name: spru_RedeemableNoncontrollingInterestContingentObligationThresholdPeriod Namespace Prefix: spru_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 15: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards 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http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_MinorityInterestLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAs of the reporting date, the aggregate carrying amount of all noncontrolling interests which are redeemable by the (parent) entity (1) at a fixed or determinable price on a fixed or determinable date, (2) at the option of the holder of the noncontrolling interest, or (3) upon occurrence of an event that is not solely within the control of the (parent) entity. This item includes noncontrolling interest holder's ownership (or holders' ownership) regardless of the type of equity interest (common, preferred, other) including all potential organizational (legal) forms of the investee entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Subparagraph (12)(c) -Section S99 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 480 -SubTopic 10 -Subparagraph (16)(c) -Paragraph 3A -Section S99 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (15) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3AReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 480 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3A -Subparagraph (14) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480244/480-10-S99-3A + Details Name: us-gaap_RedeemableNoncontrollingInterestEquityCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_ConsolidatedEntitiesAxis=us-gaap_VariableInterestEntityNotPrimaryBeneficiaryMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassAMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementClassOfStockAxis=us-gaap_CommonClassBMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 76 R65.htm IDEA: XBRL DOCUMENT v3.24.3 Commitment and Contingencies - Legal proceedings (Details) $ in Thousands 1 Months Ended 3 Months Ended 9 Months Ended May 23, 2023 USD ($) Mar. 17, 2023 USD ($) battery Sep. 30, 2024 USD ($) Feb. 29, 2024 USD ($) Jan. 31, 2024 USD ($) Oct. 31, 2023 USD ($) Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Apr. 30, 2024 USD ($) Mar. 31, 2023 legalAction Oct. 19, 2021 complaint Mar. 08, 2021 complaint Other Commitments [Line Items] Â Â Â

srt_LitigationCaseAxis=spru_ShareholderDerivativeActionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_LitigationCaseAxis=spru_BMZUSAINCMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_LitigationCaseAxis=spru_ParkerHannifinMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=stpr_NY Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=stpr_DE Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=stpr_MA Namespace Prefix: Data Type: na Balance Type: Period Type: XML 77 R66.htm IDEA: XBRL DOCUMENT v3.24.3 Commitment and Contingencies - Master SREC purchase and sale agreement (Details) 9 Months Ended Sep. 30, 2024 Legacy Spruce Power | Maximum Â Other Commitments [Line Items] Â Sale of SERCs, term of certificates (up to) 20 years X - DefinitionSale Of Solar Renewable Energy Certificates (SERCs), Term Of Certificate + ReferencesNo definition available. + Details Name: spru_SaleOfSolarRenewableEnergyCertificatesSERCsTermOfCertificate Namespace Prefix: spru_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_BusinessAcquisitionAxis=spru_LegacySprucePowerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 78 R67.htm IDEA: XBRL DOCUMENT v3.24.3 Commitment and Contingencies - Insurance claims and recoveries (Details) - USD ($) $ in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Fire Â Â Other Commitments [Line Items] Â Â Insured event, gain (loss) $ 0.2 $ 0.2 X - DefinitionAmount of excess (deficiency) of insurance recovery over the loss incurred from an insured event. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483049/450-30-50-1 + Details Name: us-gaap_InsuredEventGainLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_LiabilityForCatastropheClaimsByCatastrophicEventAxis=us-gaap_FireMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 79 R68.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Numerator: Â Â Â Â Net loss attributable to stockholders $ (53,529,000) $ (19,313,000) $ (64,561,000) $ (35,643,000) Denominator: Â Â Â Â Weighted average shares outstanding, basic (in shares) 18,566,015 17,351,796 18,438,375 18,072,115 Dilutive effect of options, and restricted stock units (in shares) $ 0 $ 0 $ 0 $ 0 Weighted average shares outstanding, diluted (in shares) 18,566,015 17,351,796 18,438,375 18,072,115 Net loss attributable to stockholders per share, basic (in dollars per share) $ (2.88) $ (1.11) $ (3.50) $ (1.97) Net loss attributable to stockholders per share, diluted (in dollars per share) $ (2.88) $ (1.11) $ (3.50) $ (1.97) X - DefinitionAmount of increase (decrease) to net income used for calculating diluted earnings per share (EPS), resulting from the assumed exercise of stock options or restrictive stock units (RSUs). + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AmountOfDilutiveSecuritiesStockOptionsAndRestrictiveStockUnits Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher

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ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 80 R69.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations - Summary of net loss from discontinued operations (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Â Â Â Â Net income (loss) from discontinued operations: $ (4) $ (204) $ 50 $ (4,253) Discontinued Operations Â Â Â Â Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Â Â Â Â Net income (loss) from discontinued operations: (4) (204) 50 (4,253) Discontinued Operations | Drivetrain Â Â Â Â Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Â Â Â Â Net income (loss) from discontinued operations: $ (4) $ (204) $ 50 $ (4,253) X - DefinitionAmount after tax of income (loss) from a discontinued operation including the portion attributable to the noncontrolling interest. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477349/740-270-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DisposalGroupClassificationAxis=us-gaap_SegmentDiscontinuedOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=spru_DrivetrainDisposalGroupMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 81 R70.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations - Net income (loss) from discontinued operation by discontinued operation (Details) - Discontinued Operations - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 XL Grid Â Â Â Â Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Â Â Â Â Revenues $ 0 $ 0 $ 0 $ 149 Operating expenses: Â Â Â Â Cost of revenues 0 0 0 148 Selling, general, and administrative expenses 0 0 0 743 Gain on asset disposal 0 0 0 (742) Total operating expenses 0 0 0 149 Net income (loss) from discontinued operations 0 0 0 0 Drivetrain Â Â Â Â Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Â Â Â Â Revenues 16 9 53 29 Operating expenses: Â Â Â Â Cost of revenues 20 34 84 63 Selling, general, and administrative expenses 0 0 0 742 Gain on asset disposal 0 179 (81) 3,489 Other 0 0 0 (12) Total operating expenses 20 213 3 4,282 Net income (loss) from discontinued operations $ (4) $ (204) $ 50 $ (4,253) X - DefinitionDisposal Group, Including Discontinued Operation, Costs of Goods Sold, Net Of Reversals + ReferencesNo definition available. + Details Name: spru_DisposalGroupIncludingDiscontinuedOperationCostsOfGoodsSoldNetOfReversals Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDisposal Group, Including Discontinued Operation, Gain (Loss) On Asset Disposal + ReferencesNo definition available. + Details Name: spru_DisposalGroupIncludingDiscontinuedOperationGainLossOnAssetDisposal Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDisposal Group Including Discontinued Operation Other Income (Expense) + ReferencesNo definition available. + Details Name: spru_DisposalGroupIncludingDiscontinuedOperationOtherIncomeExpense Namespace Prefix: spru_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount before tax of income (loss) from a discontinued operation. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_DiscontinuedOperationIncomeLossFromDiscontinuedOperationBeforeIncomeTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationIncomeLossFromDiscontinuedOperationDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of general and administrative expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationGeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of operating expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationOperatingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of revenue attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DisposalGroupClassificationAxis=us-gaap_SegmentDiscontinuedOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=spru_XLGridDisposalGroupMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=spru_DrivetrainDisposalGroupMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 82 R71.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations - Schedule of assets and liabilities of discontinued operations (Details) - Discontinued Operations - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Assets from discontinued operations: Â Â Total assets from discontinued operations $ 0 $ 32 Liabilities from discontinued operations: Â Â Total liabilities from discontinued operations 117 170 Drivetrain Â Â Assets from discontinued operations: Â Â Total assets from discontinued operations 0 32 Liabilities from discontinued operations: Â Â Total liabilities from discontinued operations $ 117 $ 170 X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount classified as liabilities attributable to disposal group held for sale or disposed of. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -

Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_DisposalGroupClassificationAxis=us-gaap_SegmentDiscontinuedOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=spru_DrivetrainDisposalGroupMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 83 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (.U^;ED'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\QO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*1#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.5QG24A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " #M?FY94QZ&1>\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M:L,P#(=?9?B>*$[_'$SJ2T=/'0Q6V-C-V&IK%B?&UDCZ]G.\-F5L#["CI9\ _M?0(UV@O=!WP.O<= %N/#Z-HN"NTW[$SD!4#49W0JEBG1I>:Q#TY1>H83>*4_ MU FAKJHU."1E%"F8@(6?B4PV1@L=4%$?KGBC9[S_#&V&&0W8HL..(O"2 Y/3 M1'\9VP;N@ E&&%S\+J"9B;GZ)S9W@%V38[1S:AB&<&7A[H2JY7@Z_?)]8???=CUQA[M M/S:^"&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14?GZ#AY\^XN8NB&B)3R M> +]O6N[!3+MUES@6QHO(];JM-O=5H1I;*$81V1@?5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)J!7B3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYBI^*QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!& _'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/]J<_Z3(T M!Z..60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL!]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=?EK[DHN#Q;Y.FOH70^+, Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[&&F,_#M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,?-2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" #M?FY9]/U@\]8% #>'@ & 'AL+W=O7PY?DU5:J![T6PI#*)${U=6]M3/9Z,-#!6B1< MG\M,I/!F*57=#RJU4!G2O"P"$KB ?.\T2#A4=J;7A7/[M7T2N8FCE)QKXC. MDX2KW:V(Y?:Z1WN'!Y^BU=K8!X/I5<978B[,E^Q>P=V@4@FC1*0ZDBE18GG= MNZ&O9SZS <47?T1BJY]<$XNRD/+!WOP:7O<\6R(1B\!8"0[_-F(FXM@J03F^ M[45[U6 :P*?7!_6W!3S++@6,QG_&85F?=V;]$@HECR/S2>Y?2?V0!=6+Y"Q M+OZ2,?GM<-@C0:Z-3/;!4((D2LO__'%?$4\#6$, VP>P%P&TZ1?\?8!?@)8E M*[#NN.'3*R6W1-FO0%'531 --E-IFG!L%;R.(,].9W A%^D2ON1+Z:F! MT[X9!/OXVS*>-<1?DO?*'!7O/(ED4AD7'BYE5.ZJE!D:U1%O5.&-VN%E0D4R M)"(-2[F%G/Q.QF&4KLA,*N@'W'8)%S>JV)&;>O7LZK4A MC]*@+N49T0:&*)&*!#)/C=K! _]!9'4?4[]ZXB/&@KLA/# 5M@VSX(XE"&++1 M,@H*;J1?'Y&<^/TA]2XOZ<3)BP9WY64U+VO#R\,0U/79X8+8[XA,W>V*2X(' M]\@<>G8,72:4Y#;>A&=DGD?0:UA_PBZP==W,BM M:US>'I&[$^G&V5=F>&!7SMHB4=SDO.2LQG*FY ;&NN] PIQW?GG%-8)EI()HH;GL^1 ;LD MEX2R5XN?B19!KJ MG9"XTKQ8_EJI0"8)S%6P\ X>SLB/WCGD8DHRKLB&Q^X% M *[=M19J^;DXC' M8,W3E6ATC4>$/GR=.XT2'M:5KS9*K)51 DAE5S;E61^U96S-DBLE4&*4EA^E[MV=HG*#^!.3ERQB?,4#HC5#HBU[7]8*\C$]%6=E2N0,&L[?R0\=3=KEQ&X[X#'M<5M+8_#'S_>Y@62;VNG32?R=[,V^'DJUBT+- M']]LIG0R\MB(@BG>N!AK(\1:[1X%D$X5.+XH#<4C>1#N9CRVB>31\9B-F>=D M.(758;758;A3F>WGRF6DK;/="';!EV);G$;E^G[*^[]PNPR,[@QU]_&/[.P< M]COWI/OMW24\=J;8(W(??>=1PRG\CU_['Q]W*R\9B]9L)L3%FC:M\;"NC+7W M\7&G<@. 80D9..2+0F%7QN/\+-GAR@F@G0.)59?[D^5A8O6T.KR]*8XL M!_7GYV[G2TUBL810[WP,"4^5AZGEC9%9<1ZYD,,(I+A<"QX*93^]TLI MS>'&_D!UI#W]%U!+ P04 " #M?FY9>5P+TW8(#5)0 & 'AL+W=O MKMMV\7BQTL1)KKL_E1C3PS5*J-6_A5-TM]$8)7G:+UO6'1%&R6/,J MF5U==))]4%<7\0\9WCV^,''ZF[5F@\65Q<;?B=N M1/MY\T'!V>*X2UFM1:,_KV2 EEI>SM_CU-4O-@\L[B[TK/N/W?.@S.W7(MK6?]3 ME>WJ(5>H&J!GU:R:WF3:DO%BW@,;LNBL.UW^VO34:N?2,VYXA&TO7T 4CJ$@QU"0;C\Z%HJM4J)I$=<:?/:YLU_/_.M- MP;W6&UZ(RQE4E!9J)V97/_Z D^B-S[GOM%G/57ITE89VO[KF>H7@IJ'"'(A_ MM]6.U^"[U^0]5DFWE>D*NRN,:1)G%XO=J3\>,X9IS(YF/:3LB)0%D7X4NE55 M87+28/7AVV\0GD8D1D1 ^>QPK'6>I'%Q_1Q4%T;XM";B%LT- *3&\K<4< M-=!\Y1+Q&EID5T1P\B(ZSZ%ZIK71#X% @\M1]H8P/ET(KUK5#[V_Q8&)TY MY/KI5X>DG\-U4$TG;!^\,4F=KS&.'9BXUKE.,O\H4F.H4F"H?FM:06@:Y&* MAH+T/=\<"FL.;:TK-!_>Q$&2I YZNR(.@NB_B1;7C\!8.:&+*7]_(MKAF)*&78#S(_@LPG4F$'B; V")6H.WYI);KYZ8]/OP*5:<@35 N@8L3OE!#K MD=3(71=H1EDT<,%CQFB4QWX7<&1Y,IK(#Y!.JGWH\L)TS(T!VE6[E_DB-R42 MEIS@.%"\#K^UOIK9',6J,'#QKT0D@R3(7*/61+'TOAPR\(X MR'P&.&_N*FBE%O!(C(E;421)ASA=*QSA?"S ED)QF$/?BZ6 &)9HHO0.V_28 MAZ;#M/58$39&GMBR)YZ@3Z-BS^3R;*NGP^E29!R181?S6>5CS1=;(L5A)OU% MRO(>Z- +S.4G)WRN"(3>L24Q'&:QOSH""-Q>QRR-<1KL*6K'#^1#&@KOAM55=M)?PX@YSWW&'@>^W6'WPL MN9$PN1UU[(8_&!'K'7YQ/8"R0V'*KH(V5XK8] MBLC1;D9<>B(9C?$0L,8M6&3ZD88\9 MJ ML)Z"=!V4Y<]L))-E27'JLL'1DSB*4X$J:XWSOI^!C,AS!. ME[SRV('I&F&>V;*)2W+)D&L\-F/59TF0A$FP/V1,I:UG MA"-9Y#0*URS%*1ZA%V)9D819T=,I3N3N>+=PJ2Y.TRARPNNQRZ-L-#LL+9(P M+;KE-J'2B6=6RU(GESV#WVG7[J.U'$G"$YU3=;LL$_,;LE1=[<&>_A$>^6> [;-3WWI(G38.CSTTKBR\K69=" MZ1]_R A.WW2/NMJ'UUZ/@U3\W!'H>^W6]]T2, T3L+GSLD':A&!NGM='481A M'E)HQ^NM>(-H',WA, ,/Z1571M-OVY54U7]0=KS]AN?W;Q#.YS3/YC3-.C.< MS>,\G:[Q$I;6IZFYZV+:ZA0/(Q\#E^N\$YOMM\WF4TSG.DL.[AVQ.8Q[GGU4-*OBF@M[C!>DJ M#I:F#_?.'CMXF3TY9;5)FQR\-ZNM_MGXJ585D7E94CF"H\S2@AC0^KQ&9(X MS<;>YC K4UA8IGQ2H/FVZF%?(28S"JE!4&=0$DEL2^);ZL#KLBM5SF)&AH^! M)LWZ[EI)P*2!N8(T_N5K&M3"-5!X7A9B[G2A$2Y@]1C1PEF%0P+*Y@] MK^K1SNT%[!G78YS0X?3@L2.8)HH20>:O5INSYNJW'8M,:Q M3'?H_%.@/>]<6F^QG.K6Q; MN>X.5X9#KAL#^`XI05P>3LPO>XZ_Y+KZ'U!+ P04 " #M?FY9%MF:5QX# M #>" & 'AL+W=O07D-!!I)9JVAXJH;)N#],>3&*(55E9 %UC"5:U>5DN#, M.A7,#3QOY!:89V'MSF4Q$I1GE9"Z1JHH"RZ=KPL1VZOC.\XT[NLZUN>$F MDQ*OR8+H^W(N8>:V*ADM"%=4<"3):NI<^9>SV-A;@Q^4;-7.&)E(ED(\F,FW M;.IX!H@PDFJC@.&R(3/"F!$"C#^-IM,^TCCNCI_5O]C8(98E5F0FV$^:Z7SJ MQ [*R I73-^)[5?2Q#,T>JE@ROZC;6/K.2BME!9%XPP$!>7U%3\V>=AQ\ >O M. 2-0_!6A[!Q"&V@-9D-ZP9KG$RDV"]IK$'-#&QNK#=$0[G9Q866L$K!3RK=$Z)YJFF*ES] G= M+VY0[^PA=H, +!AWNL^/N M-R0%=]^ZA_ON+F2E34W0IB:P>N%K.!I2 06KD5BA+Y1#0BAF:"X4M17XZVJI MM(0Z_-T5;JT]Z-8V9_-2E3@E4P<.GR)R0YSDXP=_Y'WN"OP_B>VE(6S3$!Y3 M3ZX8G'1;#/#.0)FHEGI5,3A_J:BX5A=0I=(41%<2:N7(*IOWR2;Q^N.)N]F- M[:6-WX];FSWD08L\.(H\$T4!&P2'}WVX0"66:(-915/RC,3C&&I4$G@799# M*9]W@=?Z\1ZXYWG^ ?M)LSW\88L_? <^KG0N)/T+I]+P6V;5"5VK#G=HPJ%7 M_PZXWV*YASYJT4?O0*=*5:>Q1R]@_'$XCL,H/J#N,O3&H1^/NJ&C%CIZ!S2T M,J4QSRA?GR*7?@+%PW$4!8?D78;!.!B&KY#'+7E\E/P[-&Y5R=-E>G]M1&M)UJ4MB$MA8;V M9H."Y:5H\E]?>UC-;D7.Y5G)?]8(;DK"E9]?\]SL7\8X=*Q MPJ=LO5'FPGAROV5K_LC5E^W'2I^-VRAI5O!29]$%5\]C-[ANSFM&]2(_V1\ M+T^.D:&R$.*K.?F0/HP\,R*>\Z4R(9C^>>)3GN@H[9/T_#T^!C] MEYJ\)K-@DD]%_E>6JLW#*!ZAE*_8+E>?Q/[?_$ H,/&6(I?U_VA_P'HCM-Q) M8I#8SV"(BN;7 ;M(,1) QT';D .#8C=P.]I0 \-Z$M[\ \-_)?V$!P:U-3' M#?=:N!E3;')?B3VJ#%I',P>U^G5KK5=6FD1Y5)6^F^EV:O*E9+LT4SQ%4U&F M.@&:(RGR+&7F\J/2/SHSE$1BA?[<\HJ9&9;H;=OT"MV@+X\S];-%7J#A0]] MWHB=9&4J[\=*C]'T-%X>QO.^&0_I&5]0%OXM2;22:Z]&D0/O9# 1_Y]A91[QH1C_C >*8O;TXA.C_7^_5SO9^)0=MLH74\VA/O0[D4 M!>]RO WWW4*J2J_V_T%3W03SX6!F"[R36[;D#R.]QTE>/?'1Y)__P*'W+TCG M2P:;73+8_$+!SF;$;V?$'XH^^<2?>+GCX$IK6H9U2U,PGB8$TRB^'S^=Z@J@ M* F\<]3,184XCO$Y:@Z@?!QT/9Y1#%J*P6#2'?:<0=Q#:X9+)= M,MCLDL'F%PIV-A-A.Q/A8+)-A52F"E0#2==$"$Y2(F#R,HY !1C.^5<$(D# MST+- 51(3CH\(QJU1*-!HH_:N.B$NT6K7NKDRY$N9HBENOYF9KLSWJ9-1DB$ MR!D41@&Q5LL40!&:6*B9B_*I3T)+!@#E>PF%98A;&>)!&7[+5+:NRSV27*F\ M\0'7J.0*8ATL[8XB(%UBD71)*4TLTB\)-7\NU!GGI.6<#'+^59MK9!RLU)11 MFLFMD"R'Z"9.]S>A1RVZ "B*+- , &FV-ET Y1,2P'2QUQE ;Y#PAV++LJJN MYGIIKX5(]UD.CX.E^1D;.X 9B]M%\6:3X8Z9SN8=_%@W0 "Z77LW!J"D@8 M._T'<4 =PB[,CZ(PLDF[.P%,:4V:Q>7$#_T>YB3CCD97LU^2K2J1'%DKUT\ MR)JXB48C'"0V;0!'_[O &<3Y.V+RA>#'UPA[BG6G%PZ[U3[7A%7J;U>;U MZCCCH(G %[6L%XTVNVBT^:6BG<])9UOQL&_]4"JNXRK4S HX%SZPP9+0+B@0 M+";V[CF#8#A,O-C.0@A'8[\O"SL7BP>M63J8@#"?$ MYNW"2)(X-@J 42 &?=6E6:FY<'*UUET!/+=]S4F3VK*J9+3IZQ M199KG]&S [OV[H;80@"8R*DX ,C>J>9@;[CG\05W9A(/N\D^#;)C1NC-F".Y M9UM8 \ G8DKLYS@ =A-[H6TG 9B>9J<&<$P#L,>0XD[1XF'+66S%S>+OG\% MN,[NQJVZ$"ATYAU ^2Y= (6)WV2%*7ZGR7&J%G];0=/QIQLV[>>/7SV!MZ[<44K42%=%+I?Q7G]8U2 M]XZ*YC4@-Z\!T2/?*EXL>-54L.,;L6O])"NWO'Y7G7^ @J:"N!;TQK>F <(0 MST+-)0]H7.P-Q+TK#K2F5XR;'J/>0@R=.UFG6P.2P"'$^S87 @7^D%D)QN$ MHZ'O]3RZD\[GDF=\+I?R#KDIQY2JLL5.L46NLT7HN4\Y+^JS4I0F$2M1/ :W M&[-LTJGG)B@FY&%MQP* L! .,@*1L/W4#X&BOB<%TAEF,FC^NFW+EDPJL?RZ M$7G**Y@^=5XFEPB]J,#A,,)Q?;&!>%T+ME%;0[A:!#Z?0NGLZEDV*;V;%&@ M3H[T$9(;5NG"MF R6YI]#*4Z;5AU9IA)&=YAM MX*@&1HMZ_ [IG"X9=KJO%2W-\IWYD],/R-8,Q+PG&-8-PD'"03A(.3A>KW2=M72;#=OD'"^7-CR>::W%M5W& G)/S;CW;23X?:MX3BO3M4)VE)L.6^H=U>D5N MN1;842IZH5+/AIKWA.I5JC/<9^AP/U\'3S?UG]K#XAE&.[-/A\W^7_7'&9H^ M>](+4#_XUK2UB]\IJ;2AJO^PTB57&PO=V]R M:W-H965T&ULK551],P$/XKIS"A38(E2\H8(XVT%1![&%0K M@P?$@YM<&FN.'6RG'?^>LY-FG<@JA'BI??9]G[^[RUW3C=)WID*T<%\+::9! M96US'H8FKI!FYE@U*.FF5+IFEDR]"DVCD14>5(LPCJ+3L&9X>O'#=F9P\NDJ52=\ZX*J9!Y 2AP-PZ!D;+&F.+U?"^,9_8 M]+Y1 'EKK*I[,"FHN>Q6=M_G80= /.. N ?$?PM(>D#B^V4^;#>,&%IH;)9 M Z]$SPUJYO)OX'" 'L'AG&ERJ=#RG ES!" A=O$.#@^.X "XA"^5:@V3A4E# M2Z+=TV'>"[SL!,9/"$S@6A&S@?+WF"[TKFJL:',L'WBZ6QFMKCQUBR.[+).)D; M&>>F83E.YH)!O4:@^SYLY/3Z.U8I/^)[%'Y+I>S6< \,?P'9;U!+ P04 " #M?FY9]H+5;9H1 #GW@ M& 'AL+W=O)#X0SP> MKR$"+S[P]:>V^Z6_:YHA^+S=[/HW5W?#]_LQM]\;+MM M/8S?=K?7_7W7U*M#H>WFFH1A=KVMU[NKF]>'G[WK;EZW^VSWC7ONJ#?;[=U M]_O;9M-^>G,57?WQ@Q_6MW?#](/KF]?W6WSOAE^NG_7C=]=/U)6ZVVSZ]?M M+NB:CV^NOHV^$44Z%3A<\>]U\ZE_\G4P->5#V_XR?2-6;Z["J4;-IED.$Z(> M__NMF3>;S40:Z_'K$7KU&'_J^/3K/^CTT/BQ_1_JOIFWF_^L5\=FZOB*E@U M'^O]9OBA_<2;8X,.%5RVF_[P;_#I>&UX%2SW_=!NCX7'&FS7NX?_Z\`CGA2 M($E/%"#' D0K0/(3!>)C@5@K$,4G"B3' LFE$=)C@50OD)THD!T+9'J!4[V4M'POD>B^=JE)Q+%#HC3[5K>6Q0'F0P\].S\13W4-Z^[]E/035>/M.F+@X(. M<=[OMY-8G_=.-OUV.YX>:G7;U?K8=F%5+_NU\/OP5>/O%?!+/CI_2+X MZJ^O@K].U_]XU^[[>K?J7UV\8\6G\-?+8R7?/E22G*CDC^U0;RS%YNYB8GL_M_BU-U?[V_3R(21;4J_9^^ANSL!9NUKS=;MMCHRVE*W?I;U=CGXQQZTWPKEZO M9F(7S%D[M;U5U,WZ?JS&LMT-7L9?W4;B-W0=$T_V/J5G:G6'^[QH M/JZ7Z\$"X=Z0P*OGQ9F;/X[A_:[[W=;WUZ/:'R5/'B5/#L#D=(7;_6Z8^FX4 M]VY5=ZL^^.E^DGOP<_5YF$;R#YLFJ';[;=/54ZW_:]/L\Z.0,,IF41S_%VS M_=!T-OK<29\^ K_IQSYNWER-GW%]T_W67-W\[2]1%Q[3IFTDK$+"*!+&D#". MA D03-%[_*CWV^G$M\WM>K>;A/BAWM2[91/4P_B7NOPZB*- C%HDQ*;N!V9V M8$Y/3+_=%.GKZ]^>2M09UE>B2%B%A%$DC"%A' D3()@BT>11HLF!'1^0Z_- MJAD?XJ=1=_QXN_33[6T";/\<"5L@81421I$PAH1Q)$R 8(J:TTA_X_/JX='>)NZ'&.F3 9@DH38" M_^OAJUDDK$+"*!+&D#".A D03-%LJJC9S*G9XW0D6*WH[H5M_V$]/O7TPM,%.M'8_7KO$X,R0[B\)"TSTRS'KZ:1<(J)(PB80P)XTB8 ,$4S>:/FLV=FOV^&48] M+MMM$WRU:?O^E4V3N:G)N-0DZ0SC*TDDK$+"*!+&D#".A D03)%D\2C)PBG) M:K?2)EK?U=WC1"NV';0P!!KE^ICI#.HK4"2L0L(H$L:0,(Z$"1!,$6CY*-#2 MD%NI464$2<"XYBMYQLI5&NHT /7[TZZ6G^_,,X]PUHVWVJ MNY75*8J07L$<2EM :1641J$T!J5Q*$V@:*KEJ M[JZ+MWZAQI"M"5$1Q?KGL^6R-"E#_0,:ZN9 :0)%4Q4G#9W(N<)^4WUNNN5Z M5%S[,>BG435X_IP\(5I%!31TH;7&D*3.,,"51J#\&0AT;*(U!:1Q*$RB: MJEEIVT1NW^:D9JTZM?@SA3$40@T:**VZI $4&!)!:1Q*$RB:JCUIOT1N_T^P?QJU-_DKW7HY;:AZD.&Y(1.YHC^'TA:1Z0G%261\E%;0J!1*8U :A]{ MBJ;*5CHPD=N"'>2K;Y<,6RB0UEBFMW5;&MI=9M'%HU@:*I@I.(#W'GWV@[<31;\NRN'#?==X("I2V.-'6C0YJ4"=&,[0H: MET)I#$KC4)I T53M2KN&N.V:9^PB(Z9C0;*4A/I61W=D;R6:64+ZE@A+Q9*< MY/J832W7C2-4H@]E%F.&1%&2ZELBH.T4EG:>L*")=$C(&8?DA0,4U">!TA90 M6@6E42B-06D<2A/$=*M.B59:)"1U[IMX9J(602[5SZ&T!91606D42F-0&H?2 M!(JFZEK:+\1MOUPV_3"]#/V):^Z.XZU-:'X+E$:A-:E<2A-H&BJ-J7'0MP> MB_DT^*];GPX"!T/!Z:%$97&HR#4-8'2*B8-0FD,2N-0FD#15*E*'6-)H MHBB+6*WR?.236YNM.^0':4M8M-@B<*L)/J6(6A4"J4Q M*(U#:0)%4VK46:38;26]GU0Y"O;^F$5Q]N/=S?/6*M0\@M(J*(U":0Q*XU": MB$T+C\3Q(472MD ;/SGKS6T=&5JUZM.6!9-%B?[!CCW@#"7O"&_:(-^P9;]A# MWK"GO)E.EGKK5=U)-RMVNUG/WML6FRY%6NIY%.[@WDJ$VE.7-(!"0S(HC4-I M D53=2@-JMB=PP/9VQ:;J3&S--#AN10FD#15$U*D-NNO?D!&HBQ1?JLBSO"PR?2H--8B@- :E<2A-H&BJ=J5!%/N>MCW9>KV8."\G2,M/S']R1O958&,_)^LXV2\62/$Z-_!I; Y(HU0 L7FGH#15$HC4%I'$H3>HJ7&F_)&1[V"W7- MPSN&ACXX"%EJY+-U?=99)P*[:6MY2AO@N41J$T!J5Q*$V@:*J4I3N3N-T9 MR.ID8LN!T6=#[HIXBQ?JW4!I%$IC4!J'T@2*IHKWR3MWJ!;/1F&&'OD MW7&\M0EUO<20F*Z&?K2+.ZBW M4*$6#Y1&H30&I7$H3:!HJE"E%Y1DSM4%[[Y!'KR&Y2V@-(J*(U":0Q*XU": M0-%4N4NO*CGC53UWA[R;ZZULJ$N5F"Y5D9!$6PJIH$$IE,:@- ZE"11-E:RT MJ)(S%I7!OG$F:)6[7["4; MY-UH[Q$3:IDEEO/?2*$?0%1!@U(HC4%I'$H3*)KZME/IF*7NE"+O_?%NGJJ4 MH;0%E%9$!:11*8U :A]$:N9M)66>D]3N[];2!4O=+MA%^-^-3B],5I\8Q<^Y0 MWL*#>EU0&H72&)3&H31QK&4&;[VJ.VEBI6=RB)Z[/SXUO:HL,]X##;6JH+3J MD@90:$@&I7$H3:!HJ)GD2E Y6Z':@7[P)(3??)M$[=E?#6(]1]@M(HE,:@- ZE M"11-%:YTGU*W^P2Q3E/3G9I%H9[0[JZ)MWJA_A241B_J#P:-R:$T@:*IJI2^ M4^KVG2[R1%-+_DQ41L9IV>Y8WKJ#VDU0&K7T2$3T'='V;HOUE[5Q:-4$BJ8* M2OI#J3M7R+UO^JRIZ:9[SZRAAE!JR7 J2I)&^N:5"AJ70FD,2N-0FD#15.U* MLR?U/:CNO%XM[]I)DB@VIMI0 ^=(!_RU4S0O(\M#/6Q#.JD6-HY2Z.H/#&9E19)ZI7%XSU(0<]U@](64%H%I5$HC4%I'$H3]>E* MY7&8@)D)Y4J#74;+%[O*[>+%VSJO&F+U')T6QF.CTQ&^B0T+H72&)3&H32! MHBGRS:33DKF=%E.^ETCV"%4^[](DR_15&W=P7S':HFHJS"RK_F:Z:?^4\MU M)#;F"Y:K9B3-"WV>Q:'M%)9VSM*$G,B@S*13D9WJUWGQ4)69-D81AIGQ!CMW M1;SO.]3'@-(HE,:@-ZEB?/W7I6E-#*RAP7J/V<#8P8]*0U*6T!I%91&H30& MI7$H3:!HJMRE7Y*Y_9*7[,AQH[W%#?54,M/&24/=EJN@,2F4QJ T#J4)%$T5 MK?1*,K=7\FRS^0H3:(YEI:!@-H-"0#$KC4)IT50=2GBS1)]\0QT/%$T5DW0\LITHMBR,$_TEH]!V"DL[70N)TO/(7G(4 MV_F;#C4\H+0%E%9!:11*8U :A])$9MI.KK7&7-H=N?LH-NQ:8P[-.H'2%E!: M!:51*(U!:1Q*$RB:*G?I^.1?O4X;2*R^:3%!+&D#". MA D03-%[_*CWV^G$M\WM>K>;A/BAWM2[91/4P_B7NOPZB*- C%HDQ*;N!V9V M8$Y/3+_=%.GKZ]^>2M09UE>B2%B%A%$DC"%A' D3()@BT>11HLF!'1^0Z_- MJAD?XJ=1=_QXN_33[6T";/\<"5L@81421I$PAH1Q)$R 8(J:TTA_X_/JX='>)NZ'&.F3 9@DH38" M_^OAJUDDK$+"*!+&D#".A D03-%LJJC9S*G9XW0D6*WH[H5M_V$]/O7TPM,%.M'8_7KO$X,R0[B\)"TSTRS'KZ:1<(J)(PB80P)XTB8 ,$4S>:/FLV=FOV^&48] M+MMM$WRU:?O^E4V3N:G)N-0DZ0SC*TDDK$+"*!+&D#".A D03)%D\2C)PBG) M:K?2)EK?U=WC1"NV';0P!!KE^ICI#.HK4"2L0L(H$L:0,(Z$"1!,$6CY*-#2 MD%NI464$2<"XYBMYQLI5&NHT /7[TZZ6G^_,,X]PUHVWVJ MNY75*8J07L$<2EM :1641J$T!J5Q*$V@:*KEJ M[JZ+MWZAQI"M"5$1Q?KGL^6R-"E#_0,:ZN9 :0)%4Q4G#9W(N<)^4WUNNN5Z M5%S[,>BG435X_IP\(5I%!31TH;7&D*3.,,"51J#\&0AT;*(U!:1Q*$RB: MJEEIVT1NW^:D9JTZM?@SA3$40@T:**VZI $4&!)!:1Q*$RB:JCUIOT1N_T^P?QJU-_DKW7HY;:AZD.&Y(1.YHC^'TA:1Z0G%261\E%;0J!1*8U :A]{ MBJ;*5CHPD=N"'>2K;Y<,6RB0UEBFMW5;&MI=9M'%HU@:*I@I.(#W'GWV@[<31;\NRN'#?==X("I2V.-'6C0YJ4"=&,[0H: MET)I#$KC4)I T53M2KN&N.V:9^PB(Z9C0;*4A/I61W=D;R6:64+ZE@A+Q9*< MY/J832W7C2-4H@]E%F.&1%&2ZELBH.T4EG:>L*")=$C(&8?DA0,4U">!TA90 M6@6E42B-06D<2A/$=*M.B59:)"1U[IMX9J(602[5SZ&T!91606D42F-0&H?2 M!(JFZEK:+\1MOUPV_3"]#/V):^Z.XZU-:'X+E$:A-:E<2A-H&BJ-J7'0MP> MB_DT^*];GPX"!T/!Z:%$97&HR#4-8'2*B8-0FD,2N-0FD#15*E*'6-)H MHBB+6*WR?.236YNM.^0':4M8M-@B<*L)/J6(6A4"J4Q M*(U#:0)%4VK46:38;26]GU0Y"O;^F$5Q]N/=S?/6*M0\@M(J*(U":0Q*XU": MB$T+C\3Q(472MD ;/SGKS6T=&5JUZM.6!9-%B?[!CCW@#"7O"&_:(-^P9;]A# MWK"GO)E.EGKK5=U)-RMVNUG/WML6FRY%6NIY%.[@WDJ$VE.7-(!"0S(HC4-I M D53=2@-JMB=PP/9VQ:;J3&S--#AN10FD#15$U*D-NNO?D!&HBQ1?JLBSO"PR?2H--8B@- :E<2A-H&BJ=J5!%/N>MCW9>KV8."\G2,M/S']R1O958&,_)^LXV2\62/$Z-_!I; Y(HU0 L7FGH#15$HC4%I'$H3>HJ7&F_)&1[V"W7- MPSN&ACXX"%EJY+-U?=99)P*[:6MY2AO@N41J$T!J5Q*$V@:*J4I3N3N-T9 MR.ID8LN!T6=#[HIXBQ?JW4!I%$IC4!J'T@2*IHKWR3MWJ!;/1F&&'OD MW7&\M0EUO<20F*Z&?K2+.ZBW M4*$6#Y1&H30&I7$H3:!HJE"E%Y1DSM4%[[Y!'KR&Y2V@-(J*(U":0Q*XU": M0-%4N4NO*CGC53UWA[R;ZZULJ$N5F"Y5D9!$6PJIH$$IE,:@- ZE"11-E:RT MJ)(S%I7!OG$F:)6[7["4; MY-UH[Q$3:IDEEO/?2*$?0%1!@U(HC4%I'$H3*)KZME/IF*7NE"+O_?%NGJJ4 MH;0%E%9$!:11*8U :A]$:N9M)66>D]3N[];2!4O=+MA%^-^-3B],5I\8Q<^Y0 MWL*#>EU0&H72&)3&H31QK&4&;[VJ.VEBI6=RB)Z[/SXUO:HL,]X##;6JH+3J MD@90:$@&I7$H3:!HJ)GD2E Y6Z':@7[P)(3??)M$[=E?#6(]1]@M(HE,:@- ZE M"11-%:YTGU*W^P2Q3E/3G9I%H9[0[JZ)MWJA_A241B_J#P:-R:$T@:*IJI2^ M4^KVG2[R1%-+_DQ41L9IV>Y8WKJ#VDU0&K7T2$3T'='V;HOUE[5Q:-4$BJ8* M2OI#J3M7R+UO^JRIZ:9[SZRAAE!JR7 J2I)&^N:5"AJ70FD,2N-0FD#15.U* MLR?U/:CNO%XM[]I)DB@VIMI0 ^=(!_RU4S0O(\M#/6Q#.JD6-HY2Z.H/#&9E19)ZI7%XSU(0<]U@](64%H%I5$HC4%I'$H3]>E* MY7&8@)D)Y4J#74;+%[O*[>+%VSJO&F+U')T6QF.CTQ&^B0T+H72&)3&H32! MHBGRS:33DKF=%E.^ETCV"%4^[](DR_15&W=P7S':HFHJS"RK_F:Z:?^4\MU M)#;F"Y:K9B3-"WV>Q:'M%)9VSM*$G,B@S*13D9WJUWGQ4)69-D81AIGQ!CMW M1;SO.]3'@-(HE,:@-ZEB?/W7I6E-#*RAP7J/V<#8P8]*0U*6T!I%91&H30& MI7$H3:!HJMRE7Y*Y_9*7[,AQH[W%#?54,M/&24/=EJN@,2F4QJ T#J4)%$T5 MK?1*,K=7\FRS^0H3:(YEI:!@-H-"0#$KC4)IT50=2GBS1)]\0QT/%$T5DW0\LITHMBR,$_TEH]!V"DL[70N)TO/(7G(4 MV_F;#C4\H+0%E%9!:11*8U :A])$9MI.KK7&7-H=N?LH-NQ:8P[-.H'2%E!: M!:51*(U!:1Q*$RB:*G?I^.1?O4X;2*R^:3%!+&D#". MA D03-%[_*CWV^G$M\WM>K>;A/BAWM2[91/4P_B7NOPZB*- C%HDQ*;N!V9V M8$Y/3+_=%.GKZ]^>2M09UE>B2%B%A%$DC"%A' D3()@BT>11HLF!'1^0Z_- MJAD?XJ=1=_QXN_33[6T";/\<"5L@81421I$PAH1Q)$R 8(J:TTA_X_/JX='>)NZ'&.F3 9@DH38" M_^OAJUDDK$+"*!+&D#".A D03-%LJJC9S*G9XW0D6*WH[H5M_V$]/O7TPM,%.M'8_7KO$X,R0[B\)"TSTRS'KZ:1<(J)(PB80P)XTB8 ,$4S>:/FLV=FOV^&48] M+MMM$WRU:?O^E4V3N:G)N-0DZ0SC*TDDK$+"*!+&D#".A D03)%D\2C)PBG) M:K?2)EK?U=WC1"NV';0P!!KE^ICI#.HK4"2L0L(H$L:0,(Z$"1!,$6CY*-#2 MD%NI464$2<"XYBMYQLI5&NHT /7[TZZ6G^_,,X]PUHVWVJ MNY75*8J07L$<2EM :1641J$T!J5Q*$V@:*KEJ M[JZ+MWZAQI"M"5$1Q?KGL^6R-"E#_0,:ZN9 :0)%4Q4G#9W(N<)^4WUNNN5Z M5%S[,>BG435X_IP\(5I%!31TH;7&D*3.,,"51J#\&0AT;*

(BTX!'Y!8];T75#+^[3"G="$YA!U7G0$7CT=$[M1LX $_?^G5A>F3<[U@)'[!SX>$< M&GYX5LCGK)'A6"MY7MT_+N*N[KIZU;]&PO=V]R:W-H965T&ULI5=M;]LV$/XKA MT+>#:CI.^K$D,M)&F+!F@Q(VZV#\,^T-))XBJ1*DG9T7[]GJ->K&2V46!?$HOBW3WWW'-'ZF)K M['>7$7GQ4.3:78XR[\OWTZF+,BJDFYB2--XDQA;2X]&F4U=:DG$P*O+I?#9[M,RVDTJ/%15A;VL6%J7RN-"VM<%512%M?4VZVEZ.34;=PI]+,\\)T<5'*E%;D M[\NEQ=.T]Q*K@K131@M+R>7HZN3]]1GO#QM^5[1U@]^",UD;\YT?;N/+T8P!M44Z19P\2_S9T0WG.C@#C1^MSU(=DP^'OSONGD#MR64M'-R, 0\4^NQR]&XF8 M$EGE_LYL/U.;SVOV%YG%G#:.MP3S@ M;@(%E!^DEXL+:[;"\FYXXQ\AU6 -<$IS45;>XJV"G5_\9E.IU3^RH4C'X@.Y MR*HR/)M$7%<.%LY=3#VBLCDF/9#8T6SY^= MO)F='TGOK$_O()CW_U79HY[WX_[9< ?75Z6M(A)+LR4K/IL\5CI%56QI[,ZI M N6N6CL5*VD5.?'B^;-W_GL?&@=ED[.A;'"9R3:'3>F**6NVYS]93;J@8WA-R')$SJ+CX17/%80 DRJ"N3="EJ4U#PICA_):O'T]GLUF M(C,%M4 Z!$#<3 G C]!O+$4WQH3XSD$L\&[E.J<.>&$L 3:".,7+B$0;LK71 M-!'?+IEB=DAG6(L@W,=,@P4N4R5(2C/>T_<$,1,#9"UD5SMT^-X-P(;QOS MSAF3\B@>LMVH&+E'* G:\9$O7Y!G Y!3]'L.(^6NPM=7J*^]8X1B%1,-"^ M(5U1%T2:'<(/%,2)1)4-?Q(V+OB34HDL;C!JL,K%>)!/V(9GD^ M#9'COM'4"-SP?>IQ#V48FH/Q6(NDXO$0WF)6COFV@EG;VF*$!/2?L,EQ(N@M MY#\8@B0P>WV"4]$]"1";E$(-M\IG(17V..[G?3<6KWH_?;1@@5I@XFC/)_IN$&PS WXTF/)- MA=@QIE-<1=V1=;!G#XFU*=->&1>R%C\JF:ND#JILJ\?5.M@WH4*M>B-.8,/H M=]T,#5 V&#NF@AJ: XE-M&LBOG5[V2BFM'BK]ER>'<*^=0$"OB:XL]!!1?][SPE#Q\]'-JR_R[;?!,(XD>>JO<.?O>M< MW'(S<-;,6T&(:,PL2?D%"ITE(:IA6R0=GW<.GQWPUK&5-%<\3 T>:=TL M.%[6KOMD[DQS&+C=2=Y@0)GR*J;FT$;)-8H0LN_W[9J.@S\]8/MMW6%Z ,Z^ M6^-T\&T @:?A"X@/LDK[YC.A7^T_LJZ:;XO=]N8+[:NT*>8E.CJ!Z6SR]O5(MV.:KIWGPI@Q?&FOCT4WA59X+%EG>@/>),;Y[X #]I^2B7U!+ P04 " #M M?FY94'##AHE "8>@ & \AL+W=O(A"3&%*D09+WGV WSS4S7NST;I-/FS+RGQ[LFG;W?-GSTRVT5ME M)O5.5 #+]FZVJH4_F 4SLVNTRNFA;?EL/IU>/-NJHCKY[AOZ[G7SW3=UUY9% MI5\WB>FV6]7L7^BR?OCV9'9BOWA3K#SYR_.<#P-^*W0#R;XG.!.EG7]'O]XE7][,D6 =*FS%F=0 M\-^]OM5EB1,!&' *G"=N27PP_&QG_X'V#GM9*J-OZ_+W(F\WWYY>[8X2;+.M/56'@8(MD7% ZL/@H?@@:OI@0?F M\L">93+W"YY[?F#NZ^3G MNFHW)GE9Y3J/GW\&<#I@YQ;8%_.C$][IW2193--D/IV?'9EOX3:_H/D6!^8; MV67R/S=+TS9 +/\[MF&>[VQ\/F2@YV:G,OWM"7("(T9+5<,"5X4\&!N8*OUX5E;JR0I6) M:>$+8.4V(;Q4\">RY-N-!K;,ZNU.57MMDJ76%L^]4 ^.*BB9NM]DU!4RR*V$W:UW1I17E'G_7NY:?;0&P=Q4!4U_S[Y^FH!@A$=:W13; +RB8H%)DJ?*DYNF+;)2)U>(MN3=ZW97\V]WI?T\(#[>,!=B,"38/<]?;HB6,Z*8%(3N8N:I;G>2%R/N=-8U15O(B)B$F523XRD-D0J@U@V>X"2Y M,:!'LDV*2QGMQGX> 9E-W94YD%""><@TQ < _\T56L. @5K3\B!'5V^;5!*;2 MO54=S!8L^Y'%$!D1T>,.!FNBP"AAVP_.^H2TG 8JH60V/?TOHCB$9Z]5DVB4 MK HH'_P3Y3=IJ"9@$307K[.'HRY)GEVTFH,4KHS(^! 1B MJ4I$;Z@P=(D!H$3L>PS ,Y/D5B0N+%<[@E!"87X.H/]2@4!;%3 +T K,@A+Z M(-D LPPT(8*\BR8+!/RV2B4$8>K9#WZFIT4ICLOJ@[R?@27_ 4NDX/Z6H M9C)E-D"W]0,0SJ]5\BO0$,J3"Q8G:70,# H LL0 >?0J[/27K%Z:_UPT0(YBM MV?O$@*)H67S"NCL$'W""Q +RO\/'D6:[%BBL(HEO-@H5& '9[B%K?(\3W!M MH9(WLL(=_7*'*UBBF:". ?K$F8A*@.7N5=DQ;^ W549%@X/)'GX\(&@L%Q7M MGBG(&5ZPJS^[H]LJRKP&\FL!+K:JO?:&4E^25*W0&[;'-3NU&@P1C%D0ZQ MC(W488P635V"V"I*;\9X0XO)E Q*A.#0,^[L1?HD[&NCE$WQUP=P2/ ,3C@ MD.LMDZ^(>0,*J;$$[LPA0?VXSM_6<#8F,.LW/CLS1Y6N+]/NZA*-^4CQ%OU8W M;!42"*WZ@ KH20&_/:@&)&N+DH9<'/X>?D!:=^=*-'Z*#C-JEBU"+SKO27'? M&RLS.L2!S? $QN >.Z-!)\,O]R(BY(#'T8W/%?P@\&7]0 A'5G*%+J*1)%<& MFP-*AZ,T@@AX4AZ-8%MV!GPE0Y)@:B;J")2;SGST)-&0LJ^-H>^.NZSA^*LG3RP\^,\X M#C: T:2IBEQ[-J*)>1V6]2#&?_;\@>=@2/3Z MTX<'07" J0!D41)F0%T[\Z,BG0TJ1:R*D(>6H#9!;)"V8Z,9S1Y0[ZG0I5,R MK,)9'1(/H.^(!P+6J (UD)'B9>?X:8/.1RNK= MF9,;G!7!W M8R56#=AR>TZ]HN51FNR!S)K_.*A!671 =X*JTGRVV'K)G3M @,+]|/P.3Q M2)J/&;>A!,A/MDY=(2%UI-,A'H()&Q;D!.XZLA!6.Z1AQ,4G2UZAD"8:"2B MI 67#] %.P;#$3&+ECF17N=U$V@MW1;_=.3FV+!MFV+9T8:,J0%69"X2V)'- M:_8&T"4V:;O?$M. 438_J[^$3V7\.##ZCQTH^OAVZ"*@V87A^31!3]E13)B&0 MVHAV)/JF[M:(^08-="8+4C1Y39Z&%:WABGTX@9I'S&3<)YQ.8:S:LR:FI238 M!Y(1:7-8$ ^>@PA$2;!9.MHMMD:'.H4"$E1@XI%Z6Q9J)!!952U,W2RMC^XLQT^W ^:V$5(!0STE/$A, M(OX>&9GP/6Q&%V3E((< LIUY\CG3Q\R5UQ1#:<>07'E>112'Q.>)TQ[=PT9' MQCH>HIT79;?.'\?MFO61R&^RE*PUK&QR:(_\F1@'_7-5(6"UL\? T0@9NC MD4H>+V;^Z5#T3)/H+QPMMEO==FJY(X8_%?<>/+J59K\]-,M$<*O;UXF/YPE M/P+EWM;\]9,,B-Z:H:PDQ)[_82,<_O & +9Y<"U^H7VQA8R>LELOEH.Q(@E MQNTX^B&QX4GRO3>3@#NU1@F&H6@.EPR>Z#DX5L_F9-YO:6ATN(2>"0E((& MW$?RZC<"$U"<:7IZJ5E&(?$<@'4!?B:Z7O@@^6#(YG#BA.N^]D"R,033!E@!M:+HL8'0>G0\'.U&5=5XL!A@ 7BK1GE',U: 98]."<=X'Y1B4-BQ /VQT24[) M4E7O032BXM@#,,U[,D^RP#TBB_XM&@\=4*%QX4)9*EP!51J:!>AA$V^;-K7:M;K=KZ@]BT@36D@_<%.B<@:%\BF255(@7/6XJ9P>W2#JU5)E5;G#D:QTI#3 Q MVDZ,0S+O6D(M4-R'3*,WKG,)-,/8KB'##[P;5(FU> ,A!:)X06'AS;*<3(; M;A51@%3.7O5!\ &C-

I>5QU*5_,>_,AH3TTG1$6X#J6IZ99_M6)5B@6;-Y!. AP^ R&H?#'5%' M 17V*IL>GB/E0':B4Q ,Q*K&, ')4#I"VG2./(0'"[(,'"(G,T?C@X>YD],7 M$3R.1<7X;&N,Y=F(#VBIA^K1VP\\4'NP%+YUV1&-;CQ#+9F/Y\(X3VR:A-8" M'Q]@-4 'J'%HKARQ [Y*9K-%>G%^A9 .S]+Y]'I ^8N+= &3+*[2T? M?T@?AT"8^.PZO;Z:X?K>7JY6-@D=B&VI3=/R9GF#)2S MT4?#3"E[PXI#.+AQ,)S6^'@&A+VN06<1E=G(G?4[7=1)#>YZ1S/# M7"_P_WDZNSA+7K%_#Z-N[FZ3Q?PB47E-83[RT&;SKY,GLW1^=?XT^1UL WU:MKU9< &%=.L2L0PB,O;J:/87_9^G9V>73Y+75(H1%,&PPY=+M*+P81%EM@,^& ML^S:9 -I,,4C(KFS=#:_@G^OSF9JG SD(6#A^FSJ\ AA=+0'&,?68/*)6B=)PJEP(I% %;,/3VT M]$BY1E"M))=7D!D#)73+1Y5KAK)W/O9B?GYX!8?GM&\'^KQCXE<\O;)"@ MA(&!#VRK//!8O>MPP\<9&[^. ,AZ:C0SY;X@6\@,\(CF*6&F+%9.*EFD+3TX M[CD,U+/'[]-6//M6SOE@:"52@;QYL)TNBS^>4HX*%&P8H5M&S3?SB97L?4V MFP?VW.JS[.W8Z*$K0KJ,2@"U$O=NF!23P &!H1C+0D%,*.C#VN58S XR#R# M\?0'60/F.)?*W4/3A@>-(9X<\XUVJ4517LTQ;(IR0"':#16W3[MAZX_@:D?65&58K:=,[HP%9^D*3@V0'KM*Q+1[9'FU?)(14 MJE!,4>JD@BSF6#X4Q37ZGB'7WUJ\8KU5T\"$X 0W6DH@4A\M]%MF20AJE?=. MQ$E5/ BTY4".N^$*(2^."Z;#H3<1NH=IN8V$!OP&>^&HQF3I(D)P]X'V ML&*!RIP^5*I0[F.)),%S04L SD'59T63=%@LO,OJ" MZK^TE 5(7AD+NKI=X./%GFI0/X9D DLA1<1G1#.8@U4!;)$ (>.9E!1']A5/M8$8#/Z\X$Q20/,H+"CQ2D"G76!H6>@)^)!*/S=H>JF3PFL":^[}O9^;B]Z;; MVODQ'6BUA@Q+$2)*-F"<\:#A8#L3!H M2W$NS@T$(@X\$U]&]HCE.%H[&BR [5)^HJJ'5#\ DE@F(M;L@X3&WB51)07#:+Q9 :N#I-MV&J2(-'T1\'D: Y%;D*.?H(&Q\X:H=!&TNF MY70^K+_V FJY]JZ>YZU<:6#\F D%UTP?FZJ$*(,6'"[5XX5K$]&M-2G4^1 M.?27_ F;PV("-,.'88M^8 -M]S(L:>JJ?O \HX"* 76_W\&$-,V!1= Y8G13 MR6:%56DUI6$X$5[NK7GP)Y:VVQF"$T"R=%5\%9D(6_V();'RE8_!%67](WA M,%XW0?"B;8KU6IBUTM829.((JI>/0\7BQ-^ A5)D:7"ID, MUJW*FGHDIH)#LY*-O:" U.?Z1^8*@KYD;.CJOFCJRC$R5E_$)KK17 ,!/X*R MP,P-1RI40L?OPZU]>KAQ)@W&N%64* %VLZ_9*LDVPI&4,:,EHF#,U!B MF1[E? &0D@].,EQ8YL*\'XWF(5Q*0 5X.^4\C8]"V\3T "I?RC? [&#H3?U MN,W0-U6(,,PL9Q/WF6V8,9)8,GA9^B] 7MP'9;8.C .Q#XRJ//=1<[AQW6@ M@ >%%+'&\Z6=MN2X7\(5;X#,A@^G.4.,UD*X&$GFH+1%0!.S+!3](PH/5U3MT8OWGY_DU#&BG.:084X5D<3=CM)3;J);MN69*4 MQOG0#%MBO01%7TG5[NJ=[2>C2H[>:"[' RQBH4H0H^(R!5O A^7:O&G ^8&U M]Y0N0*E(A6[4MQ+N" _GS8XL#,8VG-E@KWBF+@03TZ+%G[0 [+J6TPGN](I> M,L.F<**S=:$!<5*\T=*L:M'-6A2N((&HE V%I MCXX)E>Q!)^DG8.CKY!=LU)O- B,99?VJ:TA3AVU]!YH\+#_SH*CZ8]15H+(/ MKD^GSLW?$5 6U+"-)1$9^[TLG-#TK3,*L.)Y>?J7?TH(A&3S#X M'+H.N%F:+ N! E%;N6K23%$^+)O);%%R /FXZDH[DS0>3&@_-11<4"M])HZIM M=F';*!@@M3,T)4% >+'=-_(M.=M1M8?R#TI@]@_IK$BX0/!)=0 :\7^A.!D M[](5U%?1<(&P5!+26#PF:>\ ;?Y/+@1^\&?+7[.W;)VN02TB\XC# R4.Q48V M"?C!MMDSTGL]!*0<;'89,.:)>K4B'S(,)/7.'7L"(TP^;-QVHFQ[5BL "79 M(7".Z35+S1B+=:(BT#PIR:X<[D:Y"H4QTM..2'B V M 0903;8A\HP.E+4)1+K);:A*IO-Z*K@BZ("'4)F5V>87+"*\%['P$V27P>/M<&X"@ "%F7NE(UBBK'F]%,> \B)A1,[479-):K_4HR#99MH#67[7:\%]$3Y9 M.LSE1PWA+]JOTSJA\S_!,CG-UJ3,P-#$XLFU,Q])-HPR%>I&SK";YUS->_&U ME,3.DN09%G1+0'FLS M3JN V.:0UB$:CF&>C\(S%)[&/#4OZA@#\ X;C) M(8!902$$$U$ &",KQ7W&M>L@D@"^,^&#!YS\HC5M-:M=D&6DUWXYS/IC6?-T"%)RU+'IDVDZQ\9MM'4 M+2AMF[;GB\M[^HULKG8([!-MU*Y?/ND(_HMW,K()OJOB$S;RB'K\834^TUQ-L3-W2*3'-!7+[C>:ZN?0$*!@ M:9CHC-RH3[)1)M0,3=[X&"D%[BO6N=T[Q8^W :#W&G6\H4P#]5C4W'((TJ^@ M@MD=6,0(HC67?4&B=4K]2K:OS)F#@$!&FJGL'S R!AQ*ANT$1LGRPD>4-8*F OP M8Q7TW'#>]X'ZH@J%+TUW/H>MX8/AC6&]\;_@?$=^/U ^2SY.ZGX(&+]'(Z3R[3\^L+F"X]OX19 MY^GYV4)ZP>"$]0,=C9",;?*P$\#D\WDR3Z>7\0L7< TY^G\BXKYNV_)**B- MAOK'9[-I C\N%HL$*S;O^@0'(RZO0$9.D_/%&9;S886>)'2-S7:17./NTOGB&Oy=7"\2*@KT2U]?S&$[4T :8&!ZE6!)MJWK_BJ9 M(SX1L?-%.C]'Q%Y0@2A^.$MG@/.7 Z:Z=8T9KB4MDF3]"FUF'#Q2,O3@I$!: M+6M;)X("(SW0=;)A%;]>T.4.2@9R B%SV8E76DJ=1(. 'LIZZI?/D8*,&^ZNV&.$H=C9<_[HN96^P>[AK. M3JU*U?H!Q)5)4&MJO45;.NX0XLWYB&=.)?8MHCMUR'5TWL;H]"V24K;.G<+5V3P%EXON>1##;.R\\""E=^%Y'F(6"N+@]8BH;T\I^!= MQJ[:Q,[/CJ*09]P6+CTV]OXLO&*"W75G'PX-%_)H+++.Q&O0GZ1H8/:"V1$MC MQC,@:[2,P;IE\1:8I-.+,+AY&P.4;0(!_.VMID.^_(*4$(\ Y!\VF[IMT]D>\)1=49$O#:GCF=+[1I0ENJ_F\?@5 ,.Q82+.V8K\ER#6/A M*7M9&F%YW2F\\T5+"H("36,HXMM0L@UFMIUAZCD-^+38=MN>[=W4-JM:=RVX MJBZA.[:":_CGQ[C*PX&7aL.%B>R@JU\HALW$'?:C'-BJ3WM9U#/)?U#/?7N M$849!BOS137+IR%X7NK_/B;2X8@FC[5+H@0J.IX#>0&&(LADB@1P%QM6_/RUIP\'3HJHSX*I<6*#X3Z@L*6EMX\-%P]YN]"9%Q1MHJ_0R3+QQ7%/3GYY_D5\DF$M' M:O@RM:!Q4?S&T+P9L)V3!')5V!^<^HB%G%1&Y.'$$2'CUFX4,AXV,$$_>9\ M?9UU;?A6M3JZ&46"0;P*2_"@"-EZR8O6K1L$I& M*('C>(MT=R#RZ!1"U.1%+F7-6==0Y2V)14X-R:H'=FZCSA:27D0OOQO4#/W5 M].'%)^-MXYCO<5J?"7CP1=@=;M.6\>6;&?;]-862/.S0#*%'T)BKULV9[:^ M8@9K$N66X;Z-@O.!0]J5*Y!I.C H:45R[Y.L4=^X$N8M0H9TO;)!(*N/H]1U M#VQW-SW"0?!QW?FN_6Y VP^N1QOWS\@AX*X%3>>S-Q\09PJ[Q^QOX/0 MM*IQK.1NN&6O1LINOB"&@TD.?UO@D4;(<)2OM)(K[()0[5XZ]\0Y$&X?@7$=\KS (9T#ZIX+=3(JP7'O6F!4^=J5YKTC0QUAQ^J6]+?'U(M)P9U#KM+$[C@IN+]B85&2\ N'M Q#@@TPB07I+(?X<-QH]O!(G!*NLNVVLV@ MUO$8T&R@#6[E1LMG5]L4@?>V):<6'[T;G![" 0%T:G?-S@Y;E $&<*9#J&VT M#_0SF>E*93:P0G: %#Y&-VJ[6[[:GBO&-DID7DE9BMA8&I.7XL/96UQ74:,E M0-O8RQ?S1^RA&"LX^N*N5&_U^8T2:K@Q& Q1#8@)] MOCS*M6B#D?7";&Q5 4%&/ZF@&*5>C/05UYHY$"JE'],6?48&DG7N0XS+O+" M:E/K_A+[R)W.L%7U7E=)>+\$;YZ_1V.7Z8Z#B,.H4%#K.@XI:"\:\AK#']EX M]D,247+Y[4;W"A<5G0Y8N^()B:#DVDS>^R@@ 3)\:@CLE9GFXI2/:#."W_C M3(BK\+[=0>*9R,<=XHJM=)0Y<07-%UZ,1$9?T$G6?>ZACJ5W_#%SD<-1GVX0 MQ8BN U3GI_D#)4;TV5MZ MPVIP*+-)\J.]%?20'G)]B$W*$-%E\%2L MM]N(M?Q9UO+R;66VHJ+9D$8_V%1>#>5T24&YKRN,:JRK+Z\;BS?6BO>FF.M2 MDJOLV_;:HFG">>K%7#LQ\1-B9N*#*>N5%;^4FU^*+*NJF4 M<-$G"/WG:F[K"D#Z[R$/.05&AQ6@Y'IMUS)5[XZ0/595&W5T^>,/P\G@S3/F MC5KS1L])?WD8_P\QXE8M9;H3]^NJ296X,UM5B8^E0(AJ5*D7BGQ MXP_3.!Z\Z3E5)F*7P_?G$:")D'^6I8[)"5F52H+PG\S>:;+93L^%+>W[Z.G M1N-G1Q,W2@'U,5[@13T7MQ@LQA:MBH?,>3:K-4'T*U"!M8KTE(3>*>P)_58(HJKLP6D;P^I51+0VK+LV MLF)7_R5T]K06NR.F2P/T7G%#BR22FI'2RL_DL%.?#RVL%!H,3)4O_ET"\F MKD'ZV,'YPKNUI[A:!=]*.=]SB M=IL\-ZFL/5@/,1+42U<(E5@C610#4I9+37&A6 .-,&.A.5"@]W:,2H#MS*"Y M.F)7!HK2^--@??S'@I #,A)7;^"XE'0@5/#D%\2' _.&HJU;>=\T-AL8$6] M@HOW9)++@&Q39:2=%4MCLBT2?L\ ;0P[?+;;$.0LVY7J*FT*"]M34G8C=2Z= M#YY2.R(_P@5Z6>XIY=Z^Q'$1E*?FD)VW-0D(E6D.V6'IXW'WKJR>R@C)L@5 MN[NIF*0!WWP1B7-O2J:K,LEP)I<@KQWX-L">'T4[HA,WJ(5I\E8 _"J% / M7&[4BBC7N0R#K\C[386P9&I>8VF6L:8RQJQ%VQQX@G@QGE0J"]4%X4R\7T%)M16;LR64Z(-P[5W$ R.@2GD:.C)YJ4J;C'SKRB%[Z*&0#-M5 M!2FS3SYPG%B EG*6KS']@3L$. $Q@Q'9]493[HT2(+IC4N*]0Y1'B1 B6G;?R^B S$5E"A;2BTJH_FWJ M\;8Z1(1K-&E7U@&A$ Y=4)Q97B$0*2#<*0!0DG,?$1>695P22!;DLZ65D8"O M"R BT_ 117VCWB4TB LDI%,CTY9!)RHFU<\EL*-3O69"@6O*@X6AD.B;TK2I M7!M CW*QX,1VC6)34?4UC ETQZ[-L@WT>H#$%D?42-0-K'9\8EV@%@BYV3(, M&1WN9@!)9@]Q5B_)#N+RIL+N'$U=]9CI\SKC<#TMX'=3 M8X/66WN]JVOQ'I"(N%]$@'T?P4'3P>'$LDC@:3(]?XP8P0O^E>7>V%X-$)X(41 M>!VXD!L;I3<4?*?B<\HS3TBMT6 2Q;.IF,ZB&"M&LW$TGDS$1Q:*)$-4:WLP/YY$$R@1EOE'OAE[M91:O&NLEBR2*+V;B)(FGIR*.9N.AU]3+2<8P>CB(,3B>B'_Z,BZ&XVDT2288 MBF?1]&*&X6ET,;[H_(\S*&<>/#:)!Z?X'Y_RPPC_/Y<+N3&52\WO$7EK!/2(MQ@.2%7Y@MZI1O?"=#)-H,!G23B/ZB\>$E+]5A-^ F!WLC9(IWH]B_CF"K%LT MD:^H2G,%$"=C;#)@PZ.+"TP;#RZB.,%$YY\^^DZ2!)B(9Y@U2D[%)Y5!=3;F M>QW@X4'L#?5&IR*91<,X(2\#2[#'Y>-+Z>C9?*,,6>2.VSUOK2EGLI8THWZ? MYHA1XT"\EH3?[K#J.J&0<)VTA:XS#\;3(>[L)R:E0GWF&U'A.BZSA\GAP-FJO8Z!/1<6R@;./AV>S_D"F*[:.=D#G+=[**'?S!34E(;S/,9< M2XH5X\-[#EZ^9_*"/1\>*2!MHU&PQ$Y)G-E_[NK-@PWC\ M7A:&J/L-?W*M>$DMK@V7:P[]#M7!N,QLRRW=#9%UUGOD>-SS,>G0K! /&717 M:E'O7BC?H8GOSC%:\IVO-G)K'FQ,1[T=P6;Z\$;0]W"//-<=2PB^ MA@)-MWCAOJBM\U!U.!C\(S1#!9\W[$JO>QP% .Z*-37)K@I^W + _XN9+Y.& M/W[Z1?PZON*KT_>F_W*R _^]3W1?Q*]I1E#2^/277=> _\3>M]4 *]-JC5NNL6 MN,7M>\-R?G*9>M@AP$6<'/CQDE=NDAVW>&R,M;VDKG/I56+:&K;W<4)72;^P>G'.&$^>9 M /">J&_I77_+$>L.XH%+W#'&E0CIT[X+(]BY-(5.<:XKU4+3(:+M="K%'U7(M9^%.]<]VW[#&F!S\"XOK#UPR]+;%@[V83.+'S:1A\];]QC-K1UH!3!C(ME?4 M(&MOL\N _B %4_@=NE,0]NC:$XH!?80B*_;N6*_OV>RWE(=N2L%VB_6#,< MWN>Y]US2IQOG/X>2.=*7RMAP-BICK%]-IR$ON5)AXFJV^+)ROE(1KWX]#;5G M522ARDRSV>S9M%+:CLY/T]J5/S]U333:\6GT%25\ML+-FYS-IJ/^H6/>EU& M69B>G]9JS=<?BK.1C-QB WG430H_-SP&S9&%,&-/SN=H\&D".X_])I_3+$CEJ4*_,:9 M?^LBEF>C%R,J>*4:$S^ZS7ONXGDJ^G)G0OI+FV[O;$1Y$Z*K.F%X4&G;_JHO M71X>(I!U EGRNS64O'RKHCH_]6Y#7G9#FSRD4),TG--60+F.'E\UY.+Y(O^S MT4%+AL+I-$*CK$_S3OJBE<[ND7Y)'YR-9:!WMN#BMOP4G@SN9+T[%]DW%5YS M/:'CV9BR67;R#7W'0WC'2=_Q/?HNFH"5$.B-JY;:*HES3(L04.Y[H8])V8+^ MZ;2-]"O;V'BF%G2IG-\6RQ]ZN?W0QEJ'3@Y[(#TU*M0JYS/1FB:P/Z&1^?? M?S=_-GO]C?!.AO!.OJ7]?Z+W<&FZ?O?ATWOZH$)D3Y>,0J?%VC.C 2/]9&G5 M^%BR5S9G1U]LQ(5R6KVM+U-;UW1M8#S,R?C^GR\DT2M$;="LPRZT,IK#O3H^^]>9-GL=0HO/<]?/Z:5=Q7E["-8"Y'9(HRI;GQH%(*- MCA157"W9AU+7@VG9D9>2&+$4E,'#D*%"25RWHZ='$M"^ _LUUSLSH<&W^?/7M@904IX29FZ9@*'JR9>6I@5TO%!$P989@%2MMLD^0&!5A93)NO;NBT;QLME2 MEHV?SF948C==7RY"[>/_LZ]3WL0)M \(FT%,!3NF#O*CBP&5YPPF+MJF0[A-!85\'^SI;FJ9T*_M#,G9WUIQ+%W1=N7@0NTU>GHCBHUQ>2IDE%B2;6MQ0%T"-EHM)=,IU@X\F8N% MM#^M<(1LFPI97"VXTR#4]H@0;?0<,5%1"N%&];M0\TM0%P.WM!KZU>Z5SZ M%GBF*@R[NJH3MXV[9I)"ND1V#:$U&^N60L=J:?@Q-M0 ?DR;4N=2HFDO5MM8EO\"4O C^'5@URC#E.&D1\$J\%I4"\? M]]#HZK1K\Q\DK!OLKSK;JV*#2J>T. .?00%P?\U_%A7DMM+_DN;[MC'MWG4D.0AGS!VO0<=[1$[_LK1HUF!DFK\X-/=V-7V;F<!M5"5'/L%VIY?M.R*OQY"\SG)$ NM@8-)%/Z12@BB+GOCO9(62M=_/V4^^E 9@J6W'9'X3X;MSOIP50LB>G=0"YD.N.R M6 @NL=2^>%(KCZR+XN[DW?(KVM09G #^C@L9'*+J/:N?8R26Q98\/M2+>H:>M3<,=3&K!=TW#S=(U2;Y=1%NT7/HE-[?Q"LEJT?(-WZ'YO;PW- MD@&E$@T]*[0"@^ME=)5=7A?^?#CPA\"M/1B#]^1>ZJ^\G.UC%)O$$HLG4?@ M]'O &Y32 Y$97W:8T:#2"QZ.]^CO@^_DRSVW>*/EGZ)RI3*:15#AFG?2?=+; MGW#GS]CCE5K:(5M?[8@C65GG6YVPC1OA.K__'"PX' +/V. -L)L&!WKRA8 M^98[OEH8O07C3O..'P17@S09)Y0/RITSM"M(SJUN#<77N"2@JH)W7SK1$N.N MAE_1+1)'"OROI-R!7?=@[#M@<_BHE:LMO%,55E_+)V388!W:6W?-3@+>83N" M/(V!:PX@9]>DJ6H<5Z#6X M&F&M)=UIH3: K5^C:#EL[M$,(0LP;['P#Z168V%,QAG:3POIF&4OV.V@5_06E)8EEW32>ZM MKY B5 H>JL)Y,8FG.;N M7 M.Y;Q-S3*QE-XWQDE7&PP>C+;%+\3'0'HTFD+\P3_,7 MJ6%CSTO!YA?PVPF\@9O9ZK_3XF06]21.YCV)15RD$PKO@5I\I(9C<:#$:,#' M@BU\WI2RHTI#-=/5E$2EMLXGEL$'5!WN$@NA4[RKA>C'*X\>@76$7I/'$EX M>X-Z"G4(ES9!TM4&^P JNDJ70].4-27?DIE]=:N@AGX]&4*K64H>F0Y%DV'67[ME9B,LRV&7B2?_H.RQW%72*S>S[4T :K@L(V=WO92.%0[M;LO\5<<\FH?(\M*M.NM6SF13YSEBX6Z\%0T&Y-<3,MVZ3$(T_:XL;-V(_>BG32?Q=MY M_2/3:RX-"%R1:MP;#0+0[0S/UUBIPR)(@]/@@]CNK!-$RWG#MWB'I]_F5M,NZED*4:,T0DG0M6"Z"57)UG3F\\WP4>#"#-:(A-DK=N\W[8A'$B&L,+>.@=/O"ZZQJAP1N?%? MQQGT)IWB<'UD_]W'3K%LN,&UJCZ)PNX6P32 DN^K^P'=?@#NWA&CB]7E?%? M.+3841I OC=6U9TR>5 +V?[Y0Y>'@<(T_HD"ZQ28][LUY+U\RRU?SK4Z@'9H M8G,+'ZK7)N>$=$6YLYI.!>G9Y2K/]1X+>/= 939H@,L"_K8[U+#>:XW2P[^" M;T0EK$ SCRS9=)1!W0%?M_SL)_PSN%'2[@R\DP46W^]'Y&OO,#LZ?.W.$MYA M43C"<0A7'IYW\&H MSQ7=>-V-)095 *"A510-$R"UPXV34!Q;K#:D?F\$SOL6\DR9>FE[!RN-?K6JU ME]:

D,2G]H;0YO4IFA\H>M^%M$CQ6W@)21*.LA$MIN%H.ND1C58E&C>Q> 4E M4B L9-F,ONETW*,H.$N1H,Q=]*_N$.$O91&2[!+6]JZ%I;%GVQ2MA]C79"Y.
M8V!)F,:Q@*]V2>7MG",EC15WN=N@O%(04Q9.QAFD(4LG/U0B[,]0M-0AFSU% M3.-?<^NS3K1NR%N47.;X5$<6)C&C;SR9]6J6/SA>FE[Y_6]N:'[G8Q(F*8/) MB/6MTBCM3ZA2?9:),H(Y*;OC$?
(8KAX,64)>_/]>=]KVT?Y-6[2A^@KB MW5C5^,&\49;&O%_NZ%U%[0!T7B[JBF[C#/0O]?(K4$L#!!0 (_.U^;EF" M9-4*&0< +81 9 >&PO=V]R:W-H965TR[RTEP--M96YZ.123>BX&:H*E'BRTKI
M@EL\ZO7(5%KPS"D5^2@.P^FHX+(<7%^Z=_?Z^E+5-I>EN-?,U$7!]A,DN+^?8O^ MT'D.7Y;O.+.WER *6/H[2!N+&\0\1'(,[89U7:C6$? MRDQDA.HCT.DXQ2VGF_B'@ ^B&K)Q&+ XC"
<_P!MW/HX=WO@('KG%[1)]O)/Q;5R+FI>"]N!B@"(_23&%S__%,T#2]^P'32,9W\ M"/WW1>,/0K#'C6 KE:/\9+EFEB]SP2]MGF0F#.-M.3*U8A:2MZ]H>/GR\T_S
M.)I=&%8"3[=X&>%Q0[((DA7%4N@N4HR7&2RFS=O(O1V?LX63?[0@4> *6Q\#B0[#/_(4P9FP>!O%XS.8)+A'[FWBY_MX>6W7H3Q(<(7]>3]<#)]*BV%_C!$M46^K1
M["B7R8[+HEZCEQ"+A+G0QA>(X0\'S?L-`Y]2X>!^/)G&YFP,3W3TMT5]%\@0C2UZFE+NI,D@@#O#$R037\01/C\KRG'UYDZG3, G&R91-HWDPFX>- MD3=R 1HM+!&W> Z%R/,ZBR:G?
<)4$:W""4MF,RO#0G=G83"?3AV_7T]0+(I4E6EQ-"VY\"""(TJU0^,\2PTSD+^PD"6?#&%,ES]V -+X' M0"Z#P+#/"9ZF5,44#&P(')]E;="":C(%LL42H2/@54Q=\,*"7*=?ZA?1]8CB+
MLJ_-6,4DR,\G6D;U&)O'>\X=R]>_);: O!3WN9&D=2BO@A67B&9LQ+!"Z MBE_\7*XZREKDSNR;^%. UDYEUP=9""0C;,A6WB#+GR=G3;&_0M+[A[UI%6U M&W02)UHB35CAMP["M@I]C1\E(-
A)-$QV:0G5D\EPTKX(*"5=R-_"=SW_\O8 M^ \;&[*_E^RO-9#Z]<:;M,5+7?)&:>U]V'_Y].F6O2-6U"'C*+][!ZCBU-0 M9]L-!C-F[[8$0U,OC$]]:"K@TH 6S+=M),?
MV8F0/7M(GPFX%"O7O/0C&NNX!N0:.04EB=A6:++<37'B=X(!, R[E=OW='ID MM-X.W3X$UE,ALJZ0#X:+"P=,83LBL2BU\=FO184Y[*3W1YJC$"<[*MZ"DW:+
MT)K85]]BAU0<7EQYTN['%8MXIHZ&CK)QBC7R1;/%PRV;S,+W";*%]E'-G/NL M,KF2]:L3X_ +EPX&VZ>V;]G\Q.^R81EB;-PVS++>LN3IHB8K:\(BMN'XN9:)#W M7Q0^G)'1O(K23Y TI?CJM8
U"S#5K@V=*QJHM(E+J)$QVI+3$>HI[6CII(5>V/4YCIE#"=CU-]IY2V>Y M$EI2 WM\G4K@C]V^(72_:8EF@=^Z4-2TP BAS]]KKK%><+-;X29.AD;F=#B? MG_V)K$"MK
N07\NR),N[3=5DR#YTK;7;NS9-8A:\3?7,.L\R-\906KM"5#!" MHU:7S>(@)7"@-A;$WU,ZI?;G&&TDU452Y1+X(7Q-/*'.<_#^22"-K/&]
M_$"9ZK5'U=>%LY;M!)O"?;/8QPXLP[X3VVCO+%T(O7;_&!]=M#U_K_[>=G]* M=/O9?"N_!'XS#52O;!&PO M=V]R:W-H965T5N 0"W66W@,0N
M5W4KM5HMO;L/I_M@DB&QZM@YVR%PO_[&#@2H /5>OB2Q,_/,_Z_VJ%;Z]\D1 M+:P+(X%>.M3GX!N?)0]FO;O&4CH.N(X0"$^L0&+U6 M^(A".""B\><6,VA-.L7#[QWZ>^\[^;)@!A^5^(VG-
A\'PP!27+)*V!=5?\"M_M/V\=7J*$\4^H&]D;$DXJ8U6Q528&!9?-FZVW<3A0&';/*,1;A=CS;@QYEC-F MV62D50W:21.;^ "N>FTBQZ5+RMQJ^LM)STZ>I$6-QL(+LPCSFI5F%%D"=K^C M9
ORT(#$9T#NX).2-C?PLTPO/=:/B%#+*MZQ>H@O LZQ#*'?[4#O>C?==O=<&K0N#2ZA?V_B M+H*?UJ&/=NW0Q@,S7MU(Q7XP:L@D3) M%6KKM99"41XHWL?
BU)\'F#\:>-28<@O33",VR2(@[M7nQM2KA# UC@J5BL5B M@;JMEXZ'DLIU/1/ "E5)NV-]BF6BB!Y50UE]M>;4Z2@V<'?WPTYGP023R5G' M6Y<\),$70#O2A#"KM-
MW2C8G1WS!2$0*TK/EWTR@0FCB$^B,LG_(JVK?MC]OJ7^WB6' M1$>@*(9'7WFWX5O\%]"W_F6 I&Z.B3I:=^%M^<2L0__-IYMJ'%=NDAV0-*U
MX/\)]I.$CQ4YU7AI*JD:A<>@1G>VYL\#>,\2+KC=0$W28-!:T5A.*JW)"O6I M8]?T1R4$891LX^SO>N0(Y=]0>#\KLC@,Z2U_>]&$5YIFV@P7]DV3#*IGY@)% MQWKGL-]]=6B7"N:C[2P#X7N])
(13!T9T<,H7J#- MW'3 MC,9=S%F[O7)Z8S5T$"EZ3;#6 ?!]";^TRSL*KT=XB%LG0C M\9\Y70%1.P'ZOU04U>W"&6@OE9,_5!+ P04 " #M?FY9,A]N-\(% #K M#@ &0 'AL+W=OO?=Q<@:E37WB
>WS[M[4'@;*OT@TD!+'O,9&[.>ZFUQJM%+D<*N9*;,,Z]T52+4][P6]>N%.K%-+"\.+ MLX*OX1[L]^)6X]NPL1*+#'(C5,XT).>]R^#D:D+R3N"'@*U]/3.*9*74 [W<
MQ.>]0"""9$E"QQO&_@(4I(AA/%/9;/7N"3%]G-M_=K%CK&LN(&/2OXA8IN> M]Q8]%D/"2VGOU/97].*9DKU(2>,N;.MEQY,>BTIC558I(X),Y/[.'RL>6@!a
MT0L*8:40.MS>D4/YB5M^<:;5EFF21FOTX$)UV@A,Y)24>ZOQJT]>W'-A68_ MN"R!?05N2@W(N#5G0XO&260858:NO*'P!4-+]E7E-C7LB@$;C_HL'(635^R-FTC'SM[X[4@_"1-)1<$:]N?EREB-Q?
%75\S> MY*3;)#7,B2EX!.<][@#>@.]BW<_!;/1Z2N)PW@R6O6_TMJ7C74#?,%Z^Q; M"NRCR@]>[UAID* -UT*5AG&#C5M0*^%S'K,.,*IBPT3.P%B!#2+R-:.HGI#1 M#9DV3"5,H-
5$Y#R/!)@[>S=3XLPF)\;5FBQX1;8EFO-"1'7X*W% M"(A\<'8E>?1P?!^E2]*/3,4@^ZPVS+E1@UGE8(B*"W94ON!)4E :=GRE02V MHG%TPFY(AF&I6@
ML]GRPO.9*Z1)K\$E^`DJ22\&BA#KZRD7])6["><OR MX&9D937&/E-E3G%'W*0L0<[1-)<[(USVA6E>:<+3]#;.;X2SA)]RO(HACZZ0 M?%*?!\3X&I/BBY=@NZ)5*RISEVD?VK&'Y6NBC_=(EC$%4-
4N?DM*BUW [G^_MOMMW4Q5JLI<"^P;/3/A("M!<1^GNC70TDR17 M^3$&KW N4.6N+,XPDNUH=PKRL.6W*\"T"V># '^]4KI=! KBT@+[OEKJ(\&& M>,3=A:RQ*8FE[@;"X\<
S4"E;=I%)..*MT2$T?C02#SVU1$J>,^\O,.;$V'W MXJ8FPPA+K3IXCYD(.3_$16/:GXVG7$NXC8%=7$X\BCR(8 MS?KSY:@1K^_UNG=^U+QW>PAG_7$X95^>6'X;Z6PR/WBOO;TN1;\2',[[B\6X
M:ZF;X##H3^;3 WZKY>^#>RQM[:+883UCS?DB#4:+_G(VZ8EW, _+[?,-0%NCI3OWE\.4=,CL]2;]?9C&5VI-]!* -$A\!L9-<^[:
MNY@3M$][@O;VMVO$_(9_S7VA%PK@BDM.OPKL=0*S@K7(W>:B0E< ;LAB(M(' MU=H:\/AO/#+X(G/H@],.:OA;X]^$']CZ8'WB"/#[P<19K4YR5WZ \R3N#\&?
N4:XS4XPQ)4'0WFTQ[3_FCE7ZPJW%FI2P> MCMQCBJ=1T"2 WQ.E:/U"#KS[<6_4$L#!!0 (_U^;EDHP8JS>@, -$' M 9 >&PO=V]R:W-H965T2ANT'3;1\6^S"FQA81BE1)JJKWZW=
(R8J-.@;VP3(O,V?. MG"&\\;8)U<0>?A1*NT62>%]=96F3A14HAN:BC3O;(PMT?/4;E-76<(\.I4] MS4:C]VF)4B?+>5O[L,NYJ;V2FAXLN+HLT>YN2)EFD8R3_<(GN2U\6$B7\PJW
M]$C^K^K!\BSM47)9DG;2:+"T622K\=7---A'@R^2&G;.N:S1T:U17V7NBT4R2R G M#=;*?S+-[!3E5-VSLQR@E+K]QO^=#@<.L]$+#EGG MD$7>;;#(@\X]+N?6-&"#-:.%04PU>C,YJ4-
1'KWE7JM"N"E7/D MW0!^,R9OI%* .H<_?4%VGGH.%1Q2T<'>M+#9"[?X*/1OG#PB\XI/_9/F6+/ M,]OSO,G. CY2-83): #9*)N>P9OT>4\BWN0%O^,D?Q([!]03RKC:$OR]6CMO M^?3\FO*"O4.
M9$[:RXUD4U^@#WLL9Q,^4N=2H#?6]5L@T-I="(>EJ;4'LP')E=CNR92X@S6[M,KBTC)G7S,H @F!24M>F=GP=14B5\0^9O'DUR\:7UP[X-HDGJ*P4%,O.;>B) M^Y[2GI4\E\,C6((GP^2J,B&SL?
O$+[5R)$\ACX"GIR'VD7">*L*FM0% -H M"BD*:EJ.FP/[,A_4'77N:#&Y/K'\?ZH\Y$/*,5OP8\DM"6/S2%84:+<4 KW. M9L,9]PZE0AMDR3:U4KN,S;'&C?1%IUVML7#X/D_K^K;=?@>O_MGU
2I+>PRY-^DQ3UW/]*#-EL3JAL?$ ML2]<0=MQ^]7^O5JU;?K9O'WL/G)QI':@;..NH^'E10*V?4#:B3=5;-IKX_D) MB,."WURRP8#W-X9O:S<) ?I7?/D?43$L#!!0 (.U^;EG4/ #+B@@ $L8 M 9
>&PO=V]R:W-H965T=_0"3D(0Q2; @:$7[Z_=<@*1I67(>T]T/K2D2 MN+B/CSTY48W)9BAO-ZJ8HN-Y>B%QM3D?AJ'OQ M0:
[6AEZ,STXJOA*WPGRL;C1^C7LKF2Q$64M5,BV6IZ/S\,AB0N/M@$]2;.K! M.Z-([I2ZIQ^_9*>C@!P2N4@<6>#X\R N19Z3(:CQ5VMSU"])$X?/G?6?;>R(MY8[7XE+E?\K,K$]'BQ'+Q)(WN?F@-
O\4;3Q3LI>JO+;_9QLW=A*/6-K41A7M 9MY9A0R-+]Y9_;/ PF+((#$Z)V0F3]=@M9+]]SP\I.M-HP3:-AC1YLJ'8VG),E M%>76:'R5F&?.;M=]2Y&G8L7T8L&;T7ELSCP6!1$DQ?LQ7W(L;47?T7(M-
WP+A!EVKC4O5\(^_^O\KC8:0EZ]]5K"]8-"]J?\$B

)GA(S(I4_KN/C:E-#6#EC"S%OA/"V$'EO"+%0XW@G##4'4CBCNA^]*S M#:_9]\"?@P=Y;BF-F:\B/^Q>>/;-=UF/.^O)KO7)HW6$4PDK(_G69^H,8W91:I&I5RQ_LYC-5M?FN9&
[6,ETS6=N*I.WL,RI,OY!Z M$"XE6I!.RW+%'F", E9"2Y75'F3'K!EG&RMC(GO',0>JW X@WR-D?BNXKGV' M"G;=.O<'+!-X>+EE*_(3CWU'@ZE0ALLS411Y6HK!%ZNN<&J>6Y]<3[RP7(* M-
>M6L,"OV9^M<^R\=>[9BP]]@)F-L@C?<3*[T7:EBUL M 1 FL1=.9^P5"^?^(F%3?\'^0>' ?I1,O2A*6&.S/)^"&T*DD1O5RQ[H*^/^ M[R4O4VPPE')-.%P*:?
8,VW%E#]0GBX47+Z;P)?'C"8,_W;K\+A<'\H5)Y$T1 MB U@/D, @:T-7ZVT6 %83"(G$AMJRAYXW@A*\]-*]:%G!_#=,:6GG<_>-YIF M$,2^ALF6(4\A,\CQ.^P0RF]0?YF1/!,5+M=2+"DC:4-L9-?
+I03"V!O*;P](UE(UNI-(M63G)I7YDVMXU'89[J]]!0Y,+*]W6XNCI] %E;&GFOS7M(.!9:PY>TIB,B([Q M-E) F)-AI#UHLV>C[C/<_M[8[UCP&4(MHMA[\N=G"N63#>4&HRW(V>^J?$>)
M%)EW0)&\,(B .-+!.2EOAI'02Z(IQ'].LD\#]LD: 3X#O$RBMVSFS^*#^)S% MT)DD 4!]4&"B3T1PX/%S -EX,?$G__'K5[$0W()C: 63QCM9,#O'A2:P#5
M&KVZW]OA]7L%\A6EEG1\]Q<,E2+BFO7B+10PS2D[=MDE\Y)^#E4WZ56O9/X M#WGFL63N)ZVBWC"O9- _+H[R;F\PWE?T?,"/S#1@U:M/([" 7IFSJ:Q M-XFF8," E],H],
(PQKX1O43,:#:SPAGH2XK^96;2/D ;O"\.K#XL%@_D_%2S M7X%S_-B[*:!SNW52EP,SB0O.0Y<$LI5E>Vl@&V,J D__;]1K%RBKOZ*E2K?L MMM)-BN2I#6T&@-PN%7DJQ/]/@U9FOS"T#<]C*
(C^);5@:\A*R\ NYMN/=4]! M:MT#M)-Q?$!-'!L&4]WVAC2$P6O\2;4]&&-<V>\P+JB;G).<%.A#Z,AL4$_ : M/^52M@.0B%RF=AL'KV"5NGH7 =B?8M0:!PT<5P1=T$!>'APJQ.=4B(PJ7VGU
M("W9U^T&-Z"[._4W6:=#3VT43IG4]=L5!W;]:4KV?*H-&UT;:N,@ W\L!MX M)X.=)7IN=]2A=#34%W%[XX&77.?H*V71Y&Y!VKO=4Z$RD5-I,V'0H1&?]^_P M;4O9KW\^ !T1MFTL+,E)'F19-70()-
VSSLA6T'LOCIS?+I)!ZFF%5SA=S*B! M<2+HKDYR1!M13A(O(: ROK^W9+.U("V($0RW68G]N/7-KV9I&+A M82M%;GNB '-]JAD32#L#2LIT32L-@R?M2GF>-DYG.06$?HL4#1G3DE!!ERGD
M=MMNN6.O%O:.A]/WZ$/GX5M!=*-[#_^P+ MM6THU[[N13!!-6^R3JH'U:\XZ;6%+8PTN>EJ.URO5*8_BW<8Q) P>$>N.P)+ M#PV% O3I\(\:@7 ;X25 MQ$>R.WSW;&]1SBP
M'P[C@:_@O%;?;2N+98<'17>E G'O7WS?7.%O1P8%H-;RD^M;&8-\]X7APP8N05O8:F]K_IC3NKK=_V]^4 MG[L+XL?A[IK]-ZY7))FY6&(]'V.P&O[=>U^&%79Z^([98P][..:<*2#!N#[M4BG3_:
%^G\ ./LO4$L#!!0 (.U^;ED56CO\<@8 $(1 9 >&PO M=V]R:W-H965T-DO MI3*=HX,X]LD='=@Z:&7HDQ.^+DOI%B>D[?RPL]-9#ERH61%XH']T4,D975+X MO?KD\)-9OK>2])..5-<+1]+!SO+-
_N;Y<<(717._\BPXDHFU7_GE/#_L#!@0 M:O(W*: MRE]'"SM_1TT\+]A>9K6/?\4\S1V]Z(BL]L&6S6(@*)5)_^5UP\/*@KW!A@7# M9L$PXDZ(.LHW,LBC V?GPO%L6..'&&I<#7#*<%
(N@\-7A77AZ#=K,FN"LQI? M9N+ZH)/-\7J:W#+[OI(9 M'7:0$Y[<%76.GOVR\W+P^@'$XQ;O^"`KWY6<'[,D/A_[UW=E][86[:4JTMZ86="]0M4#DAU^9N7WR6U^+L6ZW" M
M41^[*^%9:U]%XJA H%O\OSL3;L7AG=9[9KGC_ E0G]^=M1LC"_!+R2^Q7X60YD KD/ Z"[6#,OD00@:0 M+!+>(F2,<-P2K&22AV-.\@A +>P4*@\]"D_G?S.&$PIS(1+!E MS _< H5)V/(8F-
B"AI)C&H/E _/L2 %_W4YQKXW*5Y2I*8)76.) 5T8NAMFN M%N 7WF)Y&:F%BV-3[3@U8BMSOG%16?[9GYR=M^,\E&VV"OB%,4577)4Q[ZQ*];W8>^*ML^5*U8;"V7I6W&:_FYJW:;$FA<]7
MRFAC%<4R6%-(B&9&:#>86(A7KY[&>3=.3OY_)SM/>^)X&K@\X<:1EBP/-_QN M6=<5ZEY'W:8T)C-3 4U0J0 V99;9V@00M*A4%AW)Z,372,]R-]^=< >05MAX MV?/V3W
:U>'&84X9SE">N&]>/&T"8?W!"C0K^2Z %SA2 !:*+T.-<=$JK@$$ MR1TW66R*>_OG,A.A8B@!A)O8AA)O,F2J4NU7BAVQ@$!5(ZVB+8V:P_ M/DC MI!(8*]=BJTY;DFNC LA(K>.HK(F.
(H<$2YM+GMWC=+VQ(D-Q;I<1I!W2,-O M:X%JN.+$@!A;-?II(YGSI82EV3RARYF.I M;$P?]&,.(!2&N8EERI4]S5=75R%;=%GKO=51ZOM:P46>DL[Q0:@R%G#%G"G>
MI1[:EM"!>:YX,1=N=UU9W3"4Q#*)DN6M,2NXAIBWM0EE@6Q[@JY1Z,K*^N(M MU"R2'N>UBX<3%N^HU,OM0R&*&]?-* _*@7@>YV.^F/&F9GA9;K.Z3$0A^-AE MCF;2Y3&%F[)P4]L EC'TY
XT/Z+6(TM,2>K"E9S9B58S^=\$+57M;GTV'-$R M8KYTL*4YBC!WT-2F2L,H&[JS\3:GQ!BS ML8\3A WGQ5BD;RAN;%1OIRGXY6Y>&UFC.HGAHA*,3T^H?:YX5DFI
M);=0O")Q!V:ZSI'@)Z/=W@ W*H#BMG@(RI/1WKVI]^#%\T2"5I!NU:FA!.W_MY?RL+?L,BFH-,C-!!#Z=GK T@*V; FF:DEX]DX/[, MM02LHHOG2Y;UJ GWH[K-
3&_==:F_G7A0_2S12<:YIBZ:"WB_NX2S?V!!)L%6_)$QMPYXZ/!4EH"T_]ZFU8?G" M#MJ?38[^!5!+ P04 " #M?FY9+.&M:6 3 !W-0 &0 'AL+W=OVDVE9,Z+UL7I M9#1Z>;J6NCQZ^YJ?
W5=0?YNF+G2I[BMAF_5:5OMWJC"[-T?CH_#@LUZN:GIP M^O;U1B[53-6_,.XK?#[-5'*]5J75IA256KPYNAY_^^ZYI'<4M:F/X=']DV2'+7%HU M-
<5OJ]7:XXNCT2N%K(IZL]F]X/R\EP0O1(9(VMS=HO!@=K M7;K_Y1>OAV3!Y>B)!1,_8,)\NXV8R_>REF]?5V8G*GH;U.@/%I57@SE=DE%F M=85O-=:;5:Z=FO=8UM%Q:(H_^,F^Q?
(B5NUE(6KXTRF5(['5OR\4GAGO9'E7F@K-JK2 M)M>9+ I\+K>FV*HX\]*6SRCJVK0*RG "I&9IK)*F(68 M- A;63O &UG1T/H,J4H5DK@4M<$;-8(:4=Z=_E M7D!VVD8/?*F)>+19@11@GF%?
4G_JT.1F _^LZ*A2XE%$N,&JLI+PT$,>R$@:\@ MF4!H4XE,VI58(&<.O4OE3867P>*TD-:*;Y?14JOL*V)#(F(1T)R+J!1D'8TEH%D% M_1(^0,%F 7U $?PLUQ5T8?#)VWFA6O9] ^K%12+KO
ML=%/R.Q_0V8?PO,,% S%*,\ME*5A407/RTQI3:%S?,I%@^13B>GP>BA^,D,Q M_G8R/LFV)P"]B9-#PCME+ISH>K$0.PF,-QM#OL3>^V-3*E;DD%3[8X,M)]@. M6@DT@>L@P[4*9!)>??
#&)3OG2M919YME7NA.6%A$N6A;RUR)^9Y%!Y* H*3' MD5,? M^O E6TD$.+D!?3V^.COG!9^;0F'],,2"O'[=%$LF3291K*&^&@#N"3)5]JJE MJ;5TF^B?D2UW!&^7M3U&+'#01E 4;3LT'J3+P;?
8X&@/:7%7R9X@9QI>]Z M<.%)BJN0_0&O'DODDN\2[S!"J8I68AOQE?#*P!D49!;']-K%'23T7>SEM@U MO\[/Q]^]< K%V^]5YAA].4AXI7E(8#DQ%$A",^0NR$+@NM:;II"NV" G(XEX
M7 "7B%2IOS>Z2?@9.*?'D!/SV8;-O4 MPT8.6:G02/;.O^N5[]"U65%D3(0NY5&M!&C&ZES @?R MP8]J7C6H8%E9PPX@\FO$SS?CB^$H2E!"QD1?,EJ57DV^",C8&@]9\?&.=]WH M:M-
2'1/&^`(^3ZVWD/1.UDI;W6H?KHB+6'O@ H)"!S2? "%PT@PB$[: M7V[UUM1X]Z8$C',[WXP MA0/&FQMQ>SME*S$5G]F(\ YF2 8I//WKK?A84#LT-15JSV-/ (68U29[6[$N MU-
MZ]Z#%&=+WR>AR=.E!YGF4@!P_RI*M>C9F8TV&4'_,+AY+Q-PS]' 6H.9: M6U>G/*9LJ +8B_&9HQ6S&V/7>!R>)BDW[(#BP!"_?9+.M9_ZUL$<8G"+8LXT MP"TTA>@9*;A!.F]@/LB6-_7^4$%!
]V2=]X?,)B@G6.5*<"\&F#X$((!.GYI'G MP9F@6LI2_Y];C07PKQ_V\TKG$/>FS(9@M(VZ##YG?'X^]@!&)3CRTU]O W"1 M+\P5EZD]9Z5=]][Q:+$0W]>%KFE CU%JE
M'LC(60):.!1D=]]3AK>^#2!.%@U*>JH_@3BO(N0$V75,9_!$F655H[C2%0Q= M21(.T"F.9PK0:5";O!H"'MV*#U\Q535>A>^X$9GZ'+GK 0E:>H%*?P4G\"GF M/1!NZZKW:Y^U[D)=&F,\U1,RK-
(.H6U")V_IM+';R?F_#&?#MN2>=DKRM!+_M!!!!Y#2D23AO)C?$%NC\"@W_!;FGW0KJ@I7F:B6+!2TMS9J+ANB,/<\=Q!2! MR(\0T@7Q9SN,0:?#H:(EAIJHYY>#-+G<1HYQ
M+K544EO73A%DD[X01]#5O'&P(EE((SLO..2S^/4,R#F:NX[0PX VQ:JAFA- M^3O%M"IAB16YN4]NZ)+]"FQLBB'R26@07!D+Z'_"%3I_^$]Y0\A9 U$B=T!M MGY4LM-@,Q?
<5X$5#!8K,.11=VYR1;=")75ZO$#\W6<:K;M$;9@_[_JIVQ1D! MY!_",'6IT3%O&-%GFZI!G7=O\'HY:BP(=,_^$78MR#\I JO<3#3:* 3YY:
M$G"'DW7$NLNT60])WD%KWNGA3G1YTO9P,1,//'3V=W,1Z_)WP)T-ZG]-&:3: M/P+?M _Q)5! $-C:7A%$E-Q"] MY!*Y';&5!E"+FI_815/'7W3 ^3S%,0]5B"7"7RC!5*7;N[:-_]NVD8B83'[/
MO4: T88<,RJ3Q'6@\[TJ]:2R_^7+8^_2W4'>2E)R TA+^^!*!"\^-G"3_X"Z MN=/W!-@RP\RJYE]:!J/S9$X6X*.SPL<6;: 5RH^"S) MW55$6T:3A4)E;$C;C(6G#@N>0W2!'UVBAL18>6JG0KN!;)#Y-
MPEI+NV#WGY1V6%-W':=K\'5>L+VY1VF#lF 8?>-IN3SH8 ME P7*<.DI%?KAA$Q535$!E:LL>"N2-(VVBRDVST1M%HW&$YV@ZR)GSE=S|C MO^(S$(G&U4DMQK2O
FT6@DB.^,_##F%)\2QL\6"ZYJT@E)R/^A^>4)"#E4T$4D0-0\LAQHLIX?V 5N$'^+O1 _[ZE]BX= M<&L;Z08;+D^EZW.=\^R9P_@)\[?E)"\[<0<4 M(.0_8:)#;4ZE0N/G11VX8X2Y^XO)]UF&-6G)5
XVHHYTL\R M$DK>.#U?, >6!1LP1CK$5W.P"LN!FXP=B=*YI\3_DU0=_*S\'FN>*.IS/4'[C& M>C(\2^($;'CQV]DZQ0D\?>G.3F*[]-19U%"\^_3?<-QK']"(8<>QVTF7?XF' M+-
%;\3"9_XLYY>D]0K%L%LBCL$Y%88R-VSE-KW'C;@OO#GINERZ(7D>HC]X(MJ1$26C>^YP(4:TT=L-
*QX0IH,AR(9U@R%DEK:@IDC::X@]PB4^U*77SEA"%>0][5.*N:%7_Z!@/)STJ^.VF/WW3VQN?IXB?$-@WU/1 M;&-U??-Y!KL1]%DR]\[7&N%M:Z@B)-Z*8A 0(IEA_XP<,/4Y('>UIEZ[VXZ
M\91%UKAJ8RXMF611L\?X(L8=6Q0R%K:&EM-K II/Y:P;4CK YK.<9![#YVUTTG-"$;/WYV2, MH5E&+'#^IOX+9,GL$4_[7'4'QA[V>XKDK?DX8Z';MK]M.F(L4R'29 3POFFD M73O:]QLUL*I!9-
*RAZDE^!G0QO^Q,4\#M M^A%M=XK?I=EC;2A^"_68^I*I35H+$<3Y06S2V1O"*A*.=]0*<'#`4 \G32?Z< M^,Z]&A &< ;'8+IPD8'/LY$22&Q%@5,WZ"-^2Z*;5X M&V3\$!]ZCTF&N-
@H]0_EOA+QVO7,&3M%S2=Q=*U@,!]-$F3C>JC+Q<"5V;39 M^<6%4Q2U.W%1/"TDNY1<1<%_+LZ3=V'FO,DH=GYC],G)R=V&)>\MZ6A). 4 M-*LNT-56*IR8TP5&$HR(!YHT5
C5"/X*=N#V3E$MZF"LY9S M'UWI&3RC:@I>.I8&[XQ3-=TL\4'YR;M@?CC0<:!,JUS=2(] F# X?^ -#__M^+G'/4UKJL?9$GWJ/W0SXAH3F-.VACCZ=82;G6AD^*CZ_
M/#^9_GHR&KU,\7[A1YX4XDDFE#'NTGF SP0+;]_H9 3826DG&:#S6M\,)@4M M@]0BF"6A*YDNFX9!5%4N=)ZND_VV M_8C@Z2;EOYB TOS9.S), _>,Y*737AL-H^'1^/AD^NU)]]_C
5]\'BM&@FP?!U M+/W[60 LT1 Y3$$3&'=RN!(]]2\/-&7#[),LV!/O.P1U@]@Z>/+!'I-AFMY; M[H7=@V^DRL)DTOL.HGA??2!I4] X/V],C$HPZ^1_1^N3>;PVZ- J'.WWA\3\/ M@&GB3K<-]NQ*JEJS^IL-
K9F,Q%Y)/W'C[<+OLV\7^ M(J-L;QJC?N6)=NDF.:Z2#:,=2@(5!<_:#A7&]:KWFGF!);BD]OP1 M]"4];2N]4HD*@6C#?C@DE:(O$RFNWTNCT,=$>Q7A%N\]72":BDWRGH M-
8HP+\RA>YN'^I/NS=A>.YEP#FXHW'.%4B\&7A)/[YMXR_*9^^9U+XORWB$S MZA[UQ&<<(QXA:N[SY]T6=2T?HF?XXS)_?86J1K\#\D!I_7FV<]N\]63:)_5S M[C,\T54LJII7<(ZM5]-
:_FXJ70>7XJ.M)PFX8M1Y!-W3\:S0 7*\.TG+^)\ MMU_R-*%L :&]!I:/AJXLCU[]%#[79\$]K MYJ:NS9K_7"GX3T4OX/N%00W@/] &\;=6; \?4$L#!!0 (.U^;EG?'-A< M^ , (0) 9 >&PO=V]R:W-
H965T[V8;$/M#2VB"DEJ2BY.lW2$FNVW6"],7F M9>:,F<,94JM6Z3M3(EIXJ(0TZZ"TMEY&DR5KIBEJ3Y$M(;[M"N]4B2B-XVE4,2Z#SC-2C56<(DW&DQ354P_7J)0[3I(@F'A*S^4UBU$ MFU7-
#GB+]L_Z1M,L,J(4O$)IN)*@<;\.MLGR-[%,(!$8U_>\S@&-(YSTH]'(\^=\EQPR^5^(;+VRY M#N8!%+AGC;!?5?L)^WPF#B]7POA?:#O;+ X@;XQ55>],#"HNNW_VT.MPXC!_
MRB'M'5+/NPOD65XQRS8KK5K0SIK0W."GZKV))'2N4&ZMIEU.?G9S3>?^61D# M-ZCAMF0:5Y$E7+<;Y3W&98>1/H&Q@"]*VM+ !UE@\:- 1'R.I-*!U&7Z+, M
MUB//(XA#2.!T _@'=>F)9>'DR3A[^.W.6$TU\<^Y?#NX\7DXUR=+ M4[,"/$F&O!#4A*0'< *.> MRI7,N>#,.XC:@R4CV52HF54:F'RHP*6BLO/SOF !5D',1-X(9M'U \\!!WEK
MBF9\._*16/)X\PV728^EBTU=L9D@5!U982NC("*P&*U(Y^A$KPA#;(E9>,< M3\ON)_MKA_?,_IMMI1I#7!)+%1C"-N$@ \YF?4L"VJHBRZRBKWRNAXT6H*3 M6CBIF;6:
[QK+=@*=2M2Z^5VI1(':P& P9I*%DW1QX8;)(LR2S ^GXW R3?PP MFX33,.U>?9=\"=_\M4+TV3U%/&!'S0#=K\829O(V[(\AF1/4-(R3"22S,)LD MX6PQ=:OC:!YFLXD:QK.T3,C@RIT-78>
^SW=C^[L/5]0M:L%XZ6F,)12[]W MFXWDI-CK5_,T2=\|^?\BRD-Q_KIETE]K+)!E]:-))G3T7S>G<(HZ84?3>)^ M93&[@(^^]\=$%<% ;H>E\ZI[Y;.D05]CQ!I96F\,R$>NQ!.TI,\P6#>;&XY
MDG%;KRD>LM%4^"/%)RX4"^?.?AS=X@B4?]_4N=X;.2!#:O.L3MWIT8G+R.U[,&__X;X4>]W MC^1Q]?B)L>U>UN_FW??)%Z8/G#I#X)Y&PO=V]R:W-H965TZX1?
_%Q8ZQK*B&*\G_9)DIYM[$(QFL M:*KEV3[)I9$]//9+6VLARJXP>E$PT;_JPS4-'81(<4(BV M"I'SNS'DO+RFABYF2FZ(LM*(9@-SC%ABW)G%*XRU#.+:Z93*0D3-63D MMPH4M11H[O/BX2 D5&
<&U2FK*R3LEZT]3OYIA-M&@[L%:O'T3G@47/5$DNRB2/O1CZM4+M- -0SEZ+X@I M@*QEK4Q!OM94&5!$HFUUMHI%;NY)E1<4CR:H0=D$?*_YI<*IR(F%XF7/+_ M^H!I9UE\
(1\=M8XM@PF(@GF*\5K&[@U[(?[)X/>N# M92EKZYB+1=8:L?6P,6--=$:?L-4SD@5:4N]OI5(0AO!F@J4H98./(-U27[6Y+\MTF[A7O MS&@,QI$KNC@P"I/S=N=@:/!061ZALU=2&QN(:H%:E9?
O,)F@FQSW:SXB.0B$ MXB-'%9KA GP^ M=[2R=.IETZOI:T<=TAU/EH[R_X O1D^SNU6B%$1?2<]HH#$"9DDY"S^872(MR,#R8=C4Z3 KPO$Y&4S"
(8E'R03]=@*[\=&U>:?[M]/&"YKF"'-LU2:E2CU:';W3%,#,,W,J//3!6E",[@;C[&59Y MZ6P ^(:TNU,.&IXM6P\Z)C/^VM.-K6B;X.\E+Q0R=-1Q@/P[%]CH.M
M9?Z=,.]4]UV:_,Z5MP25NXN]+1,FMKG][F9W_P[+YLK\)-[\>'RD*F=HDL,: M58.3,5[557.9;SZ,K-P%>B4-7L?=L,#_'U!6 -?74IKVPQK8_5$M_@502P,$ M% @ [7YN68U[1W"G,@__4 !D
!X;"]W;W)K&ULE53!;MLP#/T5P@-VZF+'2;>V2P(T78?M4*!KL.TPI"#:;=*Q5EER) MCMN_'R4G;@:D07>O*%+O\=$2.>N,O7<5(L%CK;2;1Q51(%H<*9S1NAU(!F<5+[2UF1Y;AD M*"U6;>;PH45-
<+WAKYO%Q+0^&.=;BF5/D;Y <0XW1E/EX%H76/R+C2H.G= M:5]F1PE7V(Q@DIQ FJ33(WR3H<9)X)N\MD;X=9DYLOPB?A\]MV>;'F;S77+A M&I'C/.
(V<&@W&"W>OAF_3SX>T3H=M$Z/L;_N/OZ3 FZ$Y@:KO:<2CGMIPX\; M"\ ^[)X!9(#_/F&=H1VN (0NH+'26!^G"]&4G'0-IF1+"YU+H<"1H)##G00 M/N;,!"%?
B19USAD[2974S"$=^*Z"77SG@.663G M!B%#U* -&._;B:=*4!\V>=Y;&R#LZDRK"D[]T$K&B^(/]U)0!UQ&(5VNC&OY M_IXE(;1;M(4DIL@-
OV7M>LL9)0OAW8>]'1VZ]7BO(VNTZS!W').UFOKF'+S# M:+OL. KY>#\7;X1=2^U 8MOWJRQ.9+L\KL2;.V-7TS;I15UM&O[>*)7;U7JZS=/#=5\ #=T>3(?7!; M+I8=/GCR[-MUMC!WIGNW?
M/2;T_*D6Y,K4MFSIIS?R[HYO)U\\GUYC (WXI MS8.-?DYPE%G3O,#K,+/F15/)6A;=\KNCZZ.D,/.LK[K;YN%?1@]T@?7RIK+\;_(@8R\N MCI*\MUVSTLD$P:JLY?

_L@R(BFG!]NF?"5"=,&6[9B*'\NNR9]^VS4/28C2M MAA_XJ#R;@"MK4.6N:^G;DN9US^Z$&DDS3^[*15W.RSRKN^0FSYN^[LIZD;QI MJC(OC4T>N9\>?_NDHZVQP)-A.EKN\YR\IT128LU[;TY>O;WOTTN3[\Y_VYA_:\T.K/GF>VM*!9WM26.MP"VRSA3)O*RS.B^S*K$=?4"RTR6\>4V_D@B,G>(3]^GKK"I*;$([%B24\M.G M[YV\71H2P;O9K;-Z S1_R9(V66:W)ID94V/U==;2N++FA=N"1AL2GV[)ORLU MUVU)BZPKHN?"U*;-JF]#[\VZD[D= ?:N9D#NL \Q^M__=CV=GG[S[N3N)/GG MS.$M"!-Z4Q;KB+PREJT(VN9NDANVJ[.*Y-<W.W9M%7\MW=\7^= M,!Y:]:H,#8Z/*W=K,J..6+:CC3JSLIUTYFD*&U>-;8G[-('!#5.1(>L^B*< M:!1YAU^&)5K(%Q=R0299R&9TF+8'"@%$ZT_$K(%Q=R0/EOUT(K=<3+ M# _DRJQ=\T%5I68,[I-Z]?.'122ME;0$[I2*50&U:4/ DN;%D-/)EBJVL\6,_MC('LLNFK@E@H@1$#)FC.;WTM1H)1T042 =3)U3<6:N:,SE;WM%JT[4\I$3 @,&)YF<'O^;.0[P;$S6)@;*,_G>Y&8U,VUR-F'U M=S9@*@_QGT,3V488SH282YE,:4^$;G&2K/B-K),.K@DB:\F,I.Y$S;JL"9\I M&(E73>99V1*?#GESW=C2,S?Q.YE2YBER.EKE,(< X0<"E[XJF\(26ZP@XS9\M$TNGCB)3N0'20>^R+HB7X01@BRR9]W0VQJL,3Kb>,.;?1B8AC'@11%J0JNZ(M%ZW);%/3!_JS[M>H:7C$V*95*9=;%3E=(**<@7$T=[PECI3L_#AY UM25,^MD*M%E()@IXE($* (9S*VDQ$VGC,GZ]2T=L ![[! A:)5'A4U(,J420/[/BP; MZ)SFH:;9MI_9LBBSUDG_/?W(*B/ 3"4P"^O7UJG!5*FV\.RS >2EY#A MP:^DO]E!F1$FR3FA?39$^JJ2U?68"9GIVF:Y$ %S+(*Z(T-AJE @$S5?L MS3E)7JC&I>T:SQ"9],2,Y*+FK]/+!F*3M0G[;L&^(03 M, OI_Q[3P;-]1QQ6L\:WRPP&C'V8U8J.*NL\PM[*);>ZPQU_+QC _F(,+GS ML6[)/C5!\>*3RZZKF)&#)3.BH+!IA)FI:!HMBX[]B)BVTYRX))[,Y)BJ^GDKL%84IT=$C[I9>^-=]3"EFSRB>57:O'I;IF1%14R#^R84R[@ M4&N-><)5L} >FC[%MP\4 ,/ ,3B(T9J5 MB)":&DM&L75"YETR)?^XW[%]B#]L%$L.\A:TNX=M!W'4?(Y?0%Y\W1E.3M&@ [KM@+T:G7,LD4,.C.EV0)_MT33%0UE57H>%E;$.O0/DAUC#UK(L3! C7ECV$7M#IN3'(!^@@V7U'ZA/$TEY MD;M";%$Q9LAE\"Y0S7X#F37U;&(9FI'I)M7%%E<<=[A>Y&*DRI?>T(D;(2;9 M90#O*PA"T@KD!>[+9J2315$3-[^C%/3W.+7)[X"G5_D-Y^$ QJH8OV^ ^CRNJ0KKWTNO;RH*;\9:^/-J9UOW2M0; ;MN9S ["8A)S"0C&3CD,.7+P3J2KCLV1S^["X$RTSZOBLY+)[W'#+--M H"11Y MAUB9Q 1N,_0^:<%$/,(_N=*@,V(5%H0^6&NRXZ8K__#,[Y5"U[7EK.<#6=L0 MK!!U-A^#*.]N+!%/O?1NLV8!@#,NP0_X,V/=WI)?C4WCW(+B%,YV:Y?E&G@B M_UN (P[ZC02JVSBM?]IT/IZF:<+-M5!D\PU-?(/D'Y\/P1.667)&?U 0@M, M.:JFPM!D0X!VB&#;] M@OD7((DS*9[]H./9RBC[><1M.DJV1P'G),J4UAEA MYW0[3]S)&(W8OZ$-07A)JS GT6&9M 7-5//+66!A3L48YO/D;<.%K IQG$ZD M8118&=][694Y+""G9IS^PI!F5I4+81+:-)O9IITX;:>]F:B ==.!]\RJI YB MJZD:@85$(V!VN^ES.HPIV>^#A!"ROYA:0;A"XCHUH4E,<6G2;L1ZZC6A/UFV 3:RX9L#T0]F)3$!?>$_QEZ;JLN2.!?QG'#QY_3I-?OCA!3/"S[.>9BLC3">45*Q@?"Y)J1[O+@.FO'9Y.8 7D#<>B=M!")MCTRFY(,T'7Z2?!^<-I).8Z#!D'V7!-+.C*V0SUG]@@.>%0\=$)?1\ ,I MDDK1@',DKW]A. G%N>'9.R.Z"LRS!];S0\:LRANSJX,&Z 7"66S-<2T4!?$, MJ#5FR[YPJ1U3!AZVC* ER24)6%72Z&++)*+AI7O@XZ.R$&"7<5RT3%D-,P M]+J$;9!.4GV0^FR-OS%TE0<,\ZR^CWI:5BQ#0'3OF?/+8^B5PYVWL*OZDDD MK_ FZE;Q#K"O\)B0 &%%8[O4F=[UNFT^]+<7.9(AKU8B=J88XA@\GM3BQF/ M(O*]1V0#7V6YL[3$?PLSL&#D?76]^LWL^7:,6F+_#[E!LL046@>@L7W+/C$% M?K#/C09*L3A UT%S!8^U8\E!)%D%"JW<+S0.S9'?&B?XC;)Z>A1'UZD- W+OTL MCH\$?N21CY:A_XJEAG!&I?3)P<5?$^7*EN-?HD1%GL@Q(G(7A8^"^V=63 Z) MX60:P)Y^QB8N(S *[9A M18G8@%V,.ORJD;I/>.SDPR3K$2=%7(H%]LT#1^XIR0G%CG^8(G6QDOJ,4OM#M!8O8WO6;_($YK4Y3D3PE;6\D>I@GT)D=&_]\:/-^A21PSE4=KD4941/=B*3& M&$0LA@(6:V>*W2)RR*MP40"570+1SY?T9FVB&B?DU*>;ERF<<2'$-+& 4+>HXIQH3]'"$'G8ET/HV69-M"_(R>S9!.D'0S76G&GIUAIT5B5W!=XU: '&XK!!1 &SI2Q$UIZA6YA.V1/E. MR."SNO^))BC&D2R1(#E#L:U<+%18;Z.RH.P1E6 /02JO/_NJ*3@>)09.^5+W+ M^HK\-Q2#RD8]$8)UE>5MX\-OGSSAH3EIHF$:(PK/1[:*#"@77$Q]7[9-[049 M"1-.W(;LLI&T!7U9E!8U-BF*9 F37P8-<^3"#S>^K - (1O$X-HD 0 _=)WTK MMJ.8R7XE;S&8PRUAR. 0^EH3TMV=5OUH.V10)$PPT.X+,TU*W)8@!%..,?? MNHQE$?OM, 3L)>BHTP_V$M^1?(3*D1X[25X/9,GE=86UN#]1:6[559K'>3=5 MGZ+R:WH$]U)V,#MB14:6ECAHVUF#]H@/R S(!U1[H0O1^MSE MN+P&UDB7!L)!:B1U2OR-T(S&D=]'@'HG5_4*$VYJFVUG7 MX0'8:?AP7 C$\!;BS5@S1]DH!6W%0:")5?^(P8.)V8Q:0C 5HDDY X?U#8]XMNV9]7YYKG#NV[<\627OK&,L%^+4OIKE;X)'E7%RJZ;I1^-8QX>V0L5R2& MTC='$+O_OKM]S<)>_\FG"^9^\-XOD,6I%ST]Q\$Y\+ MQ>MVS1Z&8)MHMG-6T)2\E[SGFOV %QW^M(]AW?,![^K15+E):C.'>L!#VOHJ MX;Q'1B1DF7V&5_N(M)2Q5+\7,#K3$;+RH;L#WQ-\<^G9@0/%W,H.PLR13AB5 M_4&OZ4\H:#;)3^@VG$PB)QFZ?MZW;*GCWL0]G2I.GF70($1^^ M:+D)QG8H=:)G[2!\<)YL3PK&BM1][8M0.4]PMZV4'\X14@G+-"08SNVF7=9P MAHRDOSB\7VO/L^L:$0\L&]!9+EZ2(6"\N#8F_91S<_F?&27A8GDP_P1U.RG M5#IWT<-KP HM,HEI%"<;ET*5!!56ZHI:@."Q()/VR9!"\8?4#Q\";>5CR0>X MP&^GA"%RZO' "5WUTVW2KWW7[,#V;B& =5&4?!"Y;.9SCF/%6$MOT!;=T5PY MP.3#TA\GBUW0O,K02-=U '-#>AT^X)(;^)N+',<5%XB6)(Y9FRl96 8$M%;O8K\&Y,W3V9"Z_T]?1!V5-5I4=T=X*\Z+Z&@'@:NXD^7EG2L;E- *"7(@B MF&'%$AP#VEA#)2ZA4K!KT(,+)-FF;W,H1!+0HRR"Y[JDZ@:P;E^15I/0Y3-P M"&82(T1]_O<9^3VRCH") M?BTERP2@+@SMV7TL/)WE][![!?X[_$&0*OTI#H7PNU]P$=KD! M(DA$S'MB6UMN.B8C(DF^?3P\A'DZ"K/+*V2U/YH &#RF4? !K/-!QT'=.6"Z M%O$._YTG&N4R;CWH1Y50#+&1!S'3;GIM+6DN!OO#$:#8L9FZ/L9N$8; *2I M!>X?:F\[6FG0YS3$ZQGA]=T(_WM ;;_6LL(,==*N$XCK)E0;N>MBHPZ2F[;; MC["KX/= ..X *6!.42C##+B?7*-Y)NWCC6_*HF 7)_5!333!ZR_>DSDFVE!T MG+MS,S*P@W+MP|B^SN0?O(^: "WT+KO0NGH('XB:=A,>.HIPOQC! MTKK5H67=90X(;&NX 5,[85T;G90XMWL#!5)"@D9O=^:D8M9?-^EM@@X>S-> M"AZ6=MM>K(<6W'R|;:S8FF[7JM)PE6&K !1]L\XV\C%IT])UW??"AGL7KK]S MT$O)QO 8+E>/'NO"S#0?ZUMBV.>V#]EZNSCG&?Y/GV3D$'(%Z3.,\@EU_-'TJ MOO!6'/4?P.W#%!.F'0-0B52M:Y;*2)E)1OR=7@-84'P)"+ M'4(1VF4)PDZN<\][HT0_[*0<6QR_<)/<3GYA%QOM8O0Q+M@&"?^Y&T;7_C[1S=T+ M _XJ[0HS%TV+#/9N-P=GHK0!35?PS75(UY+5UJ4(N;!=KF&Y*#G[`+5#A MJ M<4=@Z 2T/IQ#&G3[4M@691W58!RC0 _]7CQ&(^P6+FKK#0E[T%+,Y]" 4Z]H MM_]7DZZ=V%$2=S.,W_:1% MBJ,+Y/,.MZY)+P?:-[ZFHV%B?-%\: Q/6,_]X_G],/9))T^O<(/[^G5V22Y^R&:<)E>G4Z3J_3B MZ24MEUYC+LL.S9'Y3H?>8C@:<75-*OHTN3@[3\ZF%^3] MN J[=25QO4W1U_/LOI&$KQT'-NI(N3J_3)[B=.GTL"G]>_;T+/F9#8_?^NGE ME(YS2D@C#)Q>T[!7!.1;3I_E4R!3R!V>I9.+X#8RTEZ?3W!#^?IA'#^H M7FB-S(9.NH$F\^VR/M_:-?$B*?N91"G25C.RCUZ/4 1W3^'&;=#?D7CRO!(3O9I!O:!<6[UV:Z;!#5<_3@A$P"[BBU-/2Z(DV0Q=6\5K,9Y+[U MK>_?12<<9-Z*U_B-DN'#NR^E7+AO,JZ,("E$I_=BERP]@X_B6*?<3C0JX!3B3E2[PZX%Q]=MW7'!,! KQ.83_O5#ZOK3C1H6WC5QV<.N0 MWO\8'LGG-,73)%WNZ+71_1=#(G(@R3&;TUNORM7UZ-^@M> MWB:/CNYN7[ZP1X]W Y71&(7KE.4'1GW)65/';P$::6?:IQPY/LLTN%S!(^.?GKST]W1XY,$_TL# _1 *Q^D^E(C6=34$ M2R+ S5%Q0C,;38YPEU*/_]"=V-YX(R4,UF$%^U:X82QJT9+G:C7MVD(T85H MZ2RZ@>E:.,917%.N: XFNLT823Y2,$. H8(U++T5/IW "'VDLQ_*.P1XBVBA*WG|) MMMAV1RJ/]1"CIB@+0269]RVW0K-:E,J4[KKGY"[I[2#92B@.\Y:E-YU0[B:"B1L3"?NS"JT,*%) M5-^NVO91L!X%I'TU)YUFBKV1UD#O?98W*I?N.%42E4UB@72>89S(VL91ZO1C MMEC@T2M]B^$S"'"D.P]74>1RRO3D:OQNRAX[%.6M<-OE]&3BUXOR5,4VB<.K M$K,+6B]*_MTDB6JT#^]/Y' .IF_#W?;)X0OIKZ,W$93N))\^?8#%@1*+'Z[(MNN_T780H6;T!+R\;%])I;.8PC&;&[3<_7,9[F 5TTKS=+(85((+N'MK#'RNSK@VD.VT#S.%?\@MB*#6Q?WL8/GV4*G M@4J4/$5" %OH=<#!*42'R.WUF#Q[.(:5!,+.8E#N,1;)_=(N74DXBU10PFLU MY3P-GFCH/3&00+X]J2FM]F-H9'.K3^^YICMT(+L(G,5''RNCHV;O3RSN3+FJM-Y%&4X49GC*OX$;>=TCNSCR?B7 (%7)OA M#]&K/U=]8;^3#L!\/*G43*X+KM@CL=6,]P"SI? M<]?;WU)ZX^=>6%UP#JSKSP7)[[ZKPCMYN:!6UK7>N%H:\M:RIFFC3?775+=M@MMXW0[F0^;XR+JG:;)=7=L%OZXO4!.:/M%PZ'BKCQ72;D24R4GR+_>XRSX[MY,V0>+4QO!%,+MUH/G22,S";P:U_747<9Z_L<>N0OR;4\]Q M-S9WAZR,/]"9ND=R;*K[\XLY"?SM:W2Y=GU>4$=L?-P+?+OPV/Q?1?W/H2^ MBHSZO>\$B&:GRH"N0U9X?L;E%%A-/A,:MD@9Z4,ANE2)Z[%)+G[\E:(;PVF*M:71@,>"[KW\BZ5:0HM1K4'/&F>#78<@UQ6T!V5//*W:$Q1B$)\F:-I()U^_N MS]TYM4:N_G4^5\:44AWL<5Q.- M3+Z/7B!/X_7=NN%M7V%KWSAHZF7FCQ6>__:\@M(?)V#*]SA.5-U=IQ]:>]=],K%,%TB%:.B68-S:2TL+2F0G8D,*8]? M#/YY?QZT^E=X97_K[O)>;X_@(CC].P[\?E1%X6WC5T"XE\'T4O4;.3^!,X M\0#[>]I?I>2X2F_JK0_IE:^GUUM\#>S**:7W<2/L??5Q]B[&%!6DIY^%RN[MV/CUF-+=CA/O*V[\U>&^=S/E2K$C.FO(\."?OLLV>)L@WG2L<.%O$XO0U6>+ MT/F7BM!Y$*M-XSW"Y'4-L-3W5NV+ \@.,'[$8N&KZO)702IRX>W=HU_E____KD#:-&IIR=7%T?RP*[I6O6_%=K9DW7-2O^$:T3IL4 ^G[>D'[47["! SM&S_X7M4$L#!!0 (.U^;EES$0 Q9P4 +$/ 9 >&PO=V]R:W-H965TV D MVB8JD2I)V6W_^MU1LN*FLK'U=7N12.KXW;_O3N357IL/=E%B@T]5]>SU:.M< M?3D>VWPK*FY?Z%HH_++6IN(.IV8SMK41O/":JG+.PC =5URJT?S*KRW-_$HW MKI1*+ W8IJJX^7PC2KV_'D6CP\([N=DZ6AC/KVJ^$2OA?]^7!F?C'J60E5!6 M:@5&K*]'B^CR)B-Y+_"'%'M[- ;RY%[K#S1Y4UR/0C)(E")WA.#QM1.WHBP) M",WXV&&,>16T\7A\0' M?4=?[KD5M[I+PNWO1Y-1U"(-6]*]TIO?Q:=/Q/" MRW5I_1/VK6R6C"!UK--5MQDM]*1JW_Q3%X>C#=/PO ;6;6#>[E:1M_(5=WQ^ M9?0>#$DC&@V\]WXW&B<5)67E#'Z5N, -5VTR0*IA)3=*KF7.E8-%GNM&.:DV ML-2ES*6P\/R.WY?"7ER-'Z]F|>,\4W+3*F$GE,S@K59N:^%'58CBZ_UC-+BW MFAVLOF%G 5>B?@%Q& +67(&+^ZC$'N\^ 3>D+M_+NZM,\B:ÖX8<;O&283RJ MI$M;\UQQ*EXEY)[D MN))SNPW\$\3'1NYX*92S 7!5H#2Z)',G"B\PY-A9U<,.W6T%K'6)]4T!=,02 MJ(W>R0+#R=,=+CA5E6#QF.A5ARE2,\TQ[-:<=+ MX!5ET8+=ZKT"]?RG1O&FD'ZG1OHIVXXLYKG@M&P=OBJQJ@L?K-$?BSX9CR#0 M@.[J6ABI"WL)"R_\?-%]+IT8]%6>P%(3T2\%Z:GZ+=+,.=R>]/@!1%$^\,I'PP@ B>S8#:-;#1C01;'<(::DYZ: MD[/4/%B)B<8 J=-9':+>6>C_J?.QE@I31(Q @@T MAOY;(J;\H=%C[%7!36&AJ2D:0XP\]_'?,!* 4C@HC_F#G33E)J\O;E1B!A MH-36H@C1U^ ?$_ @&CU?6'77[">=B7]J'33 M(7+G+;@7&ZD4N?X5;2G503J+Z M;+Z@^TV-<^1FT_<#CH$FGN9(6HQ)KSMAX1&$3TUC#*5I:M&3^*E=1$+$I M/]=)]#@FWQ0Q1F&6A'U,SI _Z\F?G27_*VGY9F/$IG?,B)U0S2"KST))]ZL+ MX;@L3W78SAB,,XW791O O73;[^N4>"C#6F0A0RR8#)+$2Z89(C*@DD2PTJ7W*"@$GN?&AR8S><# M0WL !&<.6!!F#)(@1IA)P-(I_*1WPBB*+OJ0XPLO2B@=A8 ?8VS/5+ K9(+L MFNH!+T/&AR%,X@0K>)O%/;4C?3=%G^(QLDO/DL!YG?:=]IXX^RPL1SIVV4X M2U*8D7J?K6_CR[::IB#>'N9?1DF5W<+SLQ>+E7+[O\)Q#^FHKU5>I\=S0IR(O]75O8TQU.1SJ M=,,+IM_*BI?864E5,(.I6@]UI3C+G%*1#P/?3X8%$V5O=N76%FIV)6N3BY(Q M%,FZ*(C:W?!<;]|H]Y^X:-8;XQ=&,ZN*K;F#]Q\JA8*LV%G)1,+%+[60)2F^ MNN[-1Y\]18"PR?)W[+\]P: HQO MKY](J'H_WUG]VW,%ER32_E?D?(C.;]ZD1QE?L3HW'^7V5][R<0!3F6OW M2]M6UN]16FLCB0J"9_ I1-E_VO8W#2Q2"5B%PN!M'#N5/S+#9E9);4E8:UNS M477: "=*>R@/1F%70, ,;FJ-%:WI5A9+43(;*DW]1[;,N1Y<#0U\6,EAVM[[M:>P%S]B;T@=9FHVF]V7&LQ_UA\#6 0SV &^"LP8?>/660M^CP^B, :"CG#H M[(7_@['E'%+SIG??: JLWJG)-!"_&U"WA(X<+(A+Z4C MRH:]X7RM!CU?LW1'#Y6JX6LAMUSAV*&5?4'A\>%K$L %?#^BNA N6TV)/9N'(S_ID/AP96SAC-'=.[8JF3U7&MX/^,@4=IX*"+5HJB%1E7;O.2;IG>>%0BH\$RQ:2+4)/6.!$#B]:%VW0-8>#% MDQB#-Z\FP2AX=UB:_W $/S@B(U]Z I>HK;2)E>(I%T_V\!N((]^;3N/.<3M=M*%XQD1'_CNM'6T,P+'$02,E:*1NXUG7BC9,)]0,O\N,!15Z8A/0@<,COGAX-,Y0XG#,<=,CN^_M*PTKU\)F;NN^PSWRIA-_X$O6 M,H5>,)Y2/PPF P]\:3QJD;9VPABD1WZS3BA7Z3,MB+/:11/O"1,L!5,OAI.M%>=- MGNY) (<7^];6?@!OJN9'Q)KO>WH7+V= MN0/B[@Z(7WP'=%A6 EV)7^1X]E^^*\T/M7ASSIYOL,OE=3ZR,-O/")LD[]M@WZ/G[":>'(A$TR77'W/B%/$612N^Z$45G5.%K$-77MUZ&?:;G.'WW>I]+ZS M="6R'=([SA3D'SXS\S&<40^?IM\IM"VNL2V:O<,+M&,[5/0!C*%?(/PH(W2 MA7:7&4)Z5"O#SK&"TP1]ZK7^FWJG(S7ZWT[Z8"NO !'WQM7DRKUY M"':KW3-ZWKP>#^+-&_P#4VN!]U_.5U#UWXZ1 ZIYUS83(ROWEEQ*@Y>I&V[P M5X K*X#]E91F/[$.NC\7LW\ 4$L#!!0 (.U^;EGSU\2H.P, %4' 9 M>&PO=V]R:W-H965TVN]G*O.BEKB6H/IFH;KYSL4:K\(DN"X\:7>[]S;B);SEF_O >U? M[5K3*AI0RKI!:6HE06.U"%;][5WF]+W"WS7NS8D,+I*-4E _=TXI=R$<2,$ HL MK$/@']'O$>O3" 1&-;P?,8'#I#$_E(_I''SO%LN&$[Y7XIR[M;A', BBQXIVP M7]3^5SS$,W9XA1+&?V'?ZV9Y $5GK&H.QL2@[67_YT^'/)P8S.)7#-C!@'G> MO2//\CVW?#G7;@_ ::1.;$WRHWIKU=(5Y<%J.JW)SB[7FNJK[3-P6<*';UW= M4L9M")^1'Z[_Y!N!9C2/+'ER^E%Q0+WK4=DKJ#E\4M+N#'R0)98O[2-B.-!D M1YIW["+@ [8WD.8AL)AE%_#2(>S4XZ4_"3N$M>#2OHP>_EUMC-74./^="[U' MSLXCNTMT:U>X"*@6V)0\V*P?/LFF<3O+O#.!M[9)?27Y<(?Y7*7M>P$@]]@ M,UAU @1UNSG'_Z*Y1-IQ$YH[>%>]-!DGI$O*QFIZ%21GEZL\UPR MP.+?\A$9W5O.3I;?LZN &VQN(8U#8#'+KN"E?212CY=^(Q)#=\ !&%+_7&V- MU51/?UT*0ZLENZS%]=B=:7B.BX"':R*#^C,'RU8MD'+^YXD/6^Y!=0U]N[&>+ M0X6@2JKWUI_J;/DEC3%]LMR1^2J=''?(MY1TT\-:V#E>=_O:K505H#0A*>.ACB-C>78+Z"M@)/M0EHDARR\A"0)1]F(#M-P-)WT'(U6)1HW?'@%)9(C+&39C+[I=-QSD7.6 M/$&9^_;8(.(ORB(DV2VL55T+2Q/.MB%:#WEO2%V;3UE(NS2D+30(9N=/:8YKKGU42=8-Z\M2BYSM/.>1A4G,Z!M/9KV8Y4\.EP91_OB#FW__L3$)DY3!9,3Z>=$H[5\H4WV423." M.?*FKXPOD,7PZL64)>S-5WY\HZ)>N@Q/9PX.61R.TPRN],F]YW1U=[Y^)RZ M2UUS%>I[UWSOFO]MUT2#7:)&O?,;DRM']IUVK>BI_5*V:G>1,WN[T7W@>B>D M@0I+$HUO)]0UNMV2VHM5C=],MLK2GN./>UHL43L&>B\5%45W<0KZ577#U!+ M P04 " #M?FY9G34(3*4# >" &0 'AL+W=OYNKKG)E+3WXN9>"'L! M76S)E>30]--W98-+KL ;.]#=G_ZKE5:,QU(]Z0VB@6]5*23$V1A3CSQ/YQNL MF+Z4-0KZL!*J8H:&;NWI6B$K6]>]J$+?3[V*<>%,Q^W<@QJ.96-*+O!!@6ZJ MBKJF7.99R,W$"9S_QB:\WQDYXTW-UKA \[E^4#3R>DK!*Q2:2P$*5Q-G%HSF ML;5O#;YPW,J#/MA(EE(^V<$?Q<3QK2 L,3>6P*AYQALD2PLB&5]W3*=?TCH>M]O?TNS9VBF7)--[(\F]>F,W$R1PH<,6:TGR2V]lQ%T]B>;DL=?L+\\XV'#]0 M-]K(;N=,"BHNNI9]V^W#@4/FGW (=PYAJ[M;]%5YRPR;CI7<@K+61+.=-M36 MF\1Q89.R,(]^@>0<*3X"NMX%X*L]'P0118O/;W2%2O+-PKFX=G@0NL+R'R70C],#[#B_I(HY87G>"U\=UR MG9=2-PKAG]E2&TG6GXM]CP7:L^#C+WI21KEF.$X>N@D:UC,[TW9L@:|_/*(U[MI?$Y^G1!-Z]H2@2Y@M+FQ]C\%*3_F-*SK.-*'S<(*(UG2A>1B#<;F'&HEGWF! M&MC^@MKE#5G>R*IFXN7=FRP,AM<:A!3O%>:R41I;5<"TM:6$&:R6J/JL 1,% MG:M\-QNTL]$(9]W]Q:R2C3;N*!U9*/)6@_@ML%CJ%\PL/@RAQN%!3VL8=)I'M!;&;^42A2$CE*5CX&G;/ M7BQC")GOAE$$64)- '_BRYR)IZ.$Z#7A+_GF)208^;M%?K%SJ?322E9;F)%#T.FZ"N+!.6-[(8.;R$9#FD:M$MN[\MTL3>%83? .;G:%:MV^3)H"HBO1E>]^DM+\9EW- VG>O9S#3*VYT\#B MBES]RV'B@.I>HVY@9-V*$MIZ#UINOMZP%%9 _]^DM+L!W:! B_!] =02P,$ M% @ [7YN67]5:%ZA! U@P!D !X;"]W;W)K&ULQ5??;^(X$/Y71NS>]I78D(3?%)!*M]55:D]5Z>X]G.[!) /QD<19 MVX'RW] 8"2DM*=N'D^X%VY.9\3>>;\9FO!5RK2)$<])G*I)(]Z&[5:*H@P M83QJ4WMFO6.OE7XP7&K#N9@(ED(L3:+VW#2< T@C#'0Q@.C88-7&,?&$<'X6?IL5%L: MP\VYWON-C9UB63"%5R+^DXPT<,_-+ M[B+C2S*:TRSZ5B*+4BC3=[.Q(9JK0D< M3TU2YEK25TYV>GK#N(0?+,X1[I&I7"*=N%9P]LO6,:KS<4O3+D:W%90>9X5' M_QV(0[@7J8X47*(H0KD60LW7WY-"]_D4-)':,:&81S0\1 M-2'+I0B V(F:,QUSOH#MT^F0\\!V7ANMGE %7:,(/$#[#D.1N-=Y423,I#$22M4#^BT@[6I.([@PX-':?CPPFR="NR=#],%]84FARD(<2<+0QR3D>^C7@0VES5D>8DDO=)LQ0QY<^>N$VG!4GWQ8YXLCM]R MZK^. A8[B'&#ILW]"35@4W$43(91+L1O-<9F3)'W:9B-PLK0^1*X*GSN'. M^K[=CR^36W@2FL5P:8(QU"6RH=(%'=6698HX8$/V+VCF#9O==K=.1,T5=W0# MR#7=V"P("A2>VVOVAVZEOA_W\F+SS]6Z?@>_UVS[7;A[.>5?(^UU^D?K_6ZG MM?[7_:[S<&@72>]/V#?:W;ZW:/S+<7?G;D#3])&L2,^$^<*DGKNH#GL=6KR M4LBKO%#OZK2']<*\[H#RXK_.RV;3GMH<6#:+WZ,4W*LU7=1BFY),=V]N\U_7:$YN^1%&0Y7/:@&]3GW):!]I]D=M0AO!4V3ND,.'3MW]\PU M ELFQ;.SDE:/]LOBK?JB7KSX[YFD> T)EF3J.GVZ3V3OBBX66F3VY:H0FM[! M=AK1'P^41H&^+X70^X79H/HK,_T74$L#!!0 (.U^;EEOUUC5% , , & M 9>&PO=V]R:W-H965T>^[,=YG4 MQCY2CNC@I5":JE'N'T'D6QY3F6 CJFA(U:Y;&%L+QU;YB*BV*+#@5*DYZO9.X M$%)'LTF0W=K9Q%1.28VW%J@]"F%?+U"9>AKUHXW@3]JYRYP7Q;%**%=ZC^U'> M6K[%+4HF"]0DC0:+RVDT[Y=#+U],/@IL::M, A,%L8\^LMU-HUZGA J3)U' M$/SWC)>HE =B&D]KS*@-Z1VWSQOTKR%WSF4A""^-^B4SET^C<009+D6EW)VI MQ^,ZGY"2XVB\ MU8SL:1)6Y$RO=F8&A=3-OWA9UV'+8=S[P"%9.R2!=O,H ML+P23LPFUM1@O36C^4-(-7@S.:E]4^Z=9:UD/S?[9DQ62Z7@Z$$L%-+Q)'8.MZY5QNH:X;"'2#R ^PXW1+B?XHC/,WOO'3*?EE&PX721[>^O[,*@UX&DEPSW MX W:' 2#P([3-&\-/_9/>^9XQJOBTF8)FWQV<=+R+ MLIOC0XYP:8I2Z% M@3J7:46$8KF]:!_/<"]=U@LMT+8/H,MIXI@-><"?X;=A:3(W- MDT%W85JG.0C+MC'A6E_-0[\M*]=2?XG# M%:9K23](!G T+TSE(4)4QO&_2#IN&]]!!:ZDTUKX^"Z&$3A$.(!EW3D>G;X?K MW74]:M3'&PO=V]R M:WH965TC#BAQ)1$BNNKNT[+_O(%)B'%N2_= 6,,R]S=DS,V=&.]X(^5VM$#7< M-W6K)LY*Z_79:*2*%39<>6*-+>TLA&RXIJE#(7XKN9_%Y,'-\0PAH+;1 X M?>[P NO: !&-O[>8SG*E,7P\W]%_LKZ3+W.N\$+4WZI2KR9.YD")"[I5^DIL M?L,M/Y9@(6IE_\.F/QO[#A2=TJ+9&A.#IFK[+_?QN&107;(@&T-F.7=7V19 M?N":3\=2;$"-TX1F!M95:TWDJM8DY5I+VJW(3D^O5USBNW/RJX0+T5"N%;?A M^GAOQ@@G-WQ>HSH=CS1=9XQ&Q1;ZO(=F!Z!S^"Q:O5+PL2VQ_-E^1#0'KFS'M]9P=!;S&M0>A[P+S670$+QO\#RU>^ K?+_D#24W#3$K>+M&._YS-E9:DF[_V M,=]C1_NQ32V=]34O<.)0L2B4=^A,W[X)$O_]$>;1P#PZACZ]IMHLNQI!+(_DM4GP'L>Y%ON&R[*5>Z8=]M(\#WZS0RH"W#["D2&CU$[X"+:!]:G- 9MU+1X0 M:7'%->FWKS.E09QAQ(XK%%6HC0418OP=0M@@Z[@FRT7"OR,#E/U/U^X0M-3MJG9)A%]AH[7<(.R@:^=5IJW]=FDFS]@@!&?F;<#+R ?/2 M(4](TC52',G629FZ;IZ<0!UZ4O9BB%,(XH)CJAHSO)48@ MT8N9(JLH)ZN\9B%W6DP..AP.-7%_B"5Q+N>-W9&25%RZHP'O8:L,E7^TK] MZ!7[.]354_2NK:@'#-(J.VD"^$IU1<_4];6S^^3',QW9O /]B"%\,A[?6H\O MZ;25(GP1[3O37K!T#Q2]&_B,=&%*+37%05-2X.8LIGZ04G)B'VXM"*G(I\6<MG4+B)>%!%24AM8L\)QEV)-@G)/9X3 RRO"5A$XO(2U/X=T/ZO&+*#)%A34S(I6@I).=TC6SM-3IR#0:6>F:-A&E M<3R):L9EL%[ZO3N17JK6"B[Q3H-IZYKI/Z3]L,.J2(+CQF>^KZS:B-+ANUQ M@_9+#.9'!1;)5ZL$M?BM70>P(MH<#*.@1>=\CT(X(*+Q1X\9#"Z=X:E\1/_5QTZQ;G!TI\XZ6M5L$L@!)W MK!7VLSI\Q#Z>W.$52AC_"X=>-PZ@:(U5=6],#&HNNR][ZO/P&H.T-T@][\Z1

M9WG#+%LOM3J_=MJ$Y@0?JK<[.SZEN[]=V4,W*&&3<4TPL4] MVPHTE\O(D@.G%A4]V'4'EKX -H=/2MK*P_=98OEW^XB(#>S2((OK]"S@!IL1_M9'$(:9R.S^!E0[29Q\M>P/O M.1R?QKM]ZNML9J*X\=S\79PX^?A7,.L3,.* M7_74$0:U(P;KMV^22?SN#-GQ0'9\#GV]H08L6X&@=B#;&C6S2@.3)56=5%0+_M?MT:+.,$]*)@H6L$LNB+E!>QU(9"-3Y4;\I%:\GBW\?/A7^>X'V%L%."^IJ0 M@!M@U*:%D@47G/F>(^:6E/X']D1$>U^VTM@IDP9"W14DNH($*B>+]99LCC7E M%4G(%G#^0#4\+^! ZMP[OS/G%5:U::0UP22Q4:C@5!)!:GU+$OJT<[0U YU]"122S5O-M:UT_NBS1-"@>*B5*U ?@&/1&\" -T?NG$9!YF2>;% MR3C,)XD7LSRSMFUF:I.]>_+Z*\K$X_@OIUZ5Z[+)C7DYKD=*_\R&2A<"77C>]@=*K^K;N;_5.]>SD],[SDE M6."3./1-] =Z]1M["]\2_ 5EEZ3[Q8T0..VBG0^4XI>UPX!\-?@O5?4$L# M!!0 (.U^:EEG\V?",P0 D- 9 >&PO=V]R:W-H965TNV:4@//G%(N_2@(3OR/%R#5=N:%7C-Q(]8;2O/^?%KR-=R"_:\\UOCEMRB9R*$P0A5.PVKF M+<*SBX3DG< ? K:F,V84R5*IS_3G:S:S G((0*26$#B^[N$2I"@=.:/+#M-K M39)B=]R@ _^OBQUB6W,"EDG^*S&YFWL1C&;OX)>V-VOX"NWB."2]5TK@GV]:R M)RB<5L:]?*>,'N2BJ- \8;RG(H/L:WT?O6M=C!H7+Z)>P%LHCU@FY"G,/*P7 M _H>O/F[-^%)<-X31=)&D?2ASV^Q/+-* E,KMA(%+U*!;HNBKM.Z9-9<9Z)8 MLZP;L6HCWA=2K]'](=UM@*V4Q/(F6Y9XPTJM[D4&!HN]+"5@%5OT+@/+A22/ M+>I.[-Y,H')^;0UXRFL3N@I-;83>B<,I5P:M,6)S$Y0R;1#TR2HJ, MT[2Q^"#[ANQUX'"#'(+=: "7] +!65Z3%HBT#"F'RDO0+>^<(
[B,W:G%+LD M?R:_B?!ZU@>+7%7DF(M%50:QS; V0R8ZHT_8ED61JAS80"]#4BNM\D:-=<:N_M-/8X)"PBOV6#9$C/*'#OX\!-C:+C>,CN%.6C5^2O#U@$(F//TXO)IPB>F(:7.*CS#9BVH=]"ITV(?1!HG,7M/;:.3RAA,>];T MHD,J@W$2-9E4WT31X_.IHO71J9=-+VY?,^J0[O5DZ2C_#_@2GN#CE$HAOD?T MG?2(.A8G;)*PD_B'T2%B ^+#L,[385:$XU,VF(1#%H^2"?]+K4T?IDS8QO@, M(PIC%C/L)/HE;WGA7[3OPN^7M-988&E7.M'DN"[Y.$NN[CKTUD*OA126 %N-MY<<>&LND9W W%T*L[QP-@[0:,\!<07I;B8MI#GKM+N&4)MS8*^J;:SK;WG_$5] MO7T2KW\2/G*]%FA2P@I5@Z/QL<=T??&N/ZPJW65WJ2O>G=UP@_\JH$D UU=* MV>;##+1 /_ 5!+ P04 " #M?FY9O)0OH%4" (!0 &0 'AL+W=O M5F!DT[&V.5=Q3:.8RU!5X&D))QFB27L>)"1WD6UI8VSTSC MI-"PM P.I;C)O0!]K-H&!T6[L6V?/"QG$6)%P02"N<9. TIN 8I/1')^-5Q M1GU)#SR>'IAO@W?RLN8(UT9^%Z6K9M&;B)6PX8UT!V;_ 3H_$\]7&(GAR_9= M;A*QHD%G5 W+=(ENP$LK*A#;#9LT2 A$-FK&W!<2'S-M"J.=I6XRH=F7RC1(,,OB1VH\9UOTE1=MY?29RF_9'1%5R-[K$L]_\3&YZ*VD M!RN+!"SA"NH\&R47+$W2<;_R#/&HI]$H$(_^HT<7[-IH-%*43RU;6D#0CAIZ M=BLTUX7@DJUH$>@(.V0_YFL,@GZ>:E4K8'Q:@+^84ZQY:.H]K7L#J\Y8OA M9?+NC+UQ;V\CCW_U*@U6"^\,@H8F>.6<40@U=[>H9,G_W%+/0G4_@'8Y5>3 M+-X=RXF/3J<"NPUW$(FVT:X]J/UJ?\WG[>E^2F_?B#MNMT(CD[A;#*XHL*V MO7=MX$P=SOK:.+HY85K14P76)]#^QAAW"'R!_O'+_P)02P,$% @ [7YN M61#I>@!O!0 A"$!D :IX,"]W:W)K&ULK9IM M:^HV%_>_BL6FJ9-ZFR>>VE&D%I+<3KM3572W%]+>N.$ 5A.,:QMH\]^GG/#9 20 MXIH@^0TDX9S?UE?N;\<,)HOWC+V(%(_%K6E)QVN;YQ'}&L(./BBJV[E%6-MC&=8JE.^=,2: YX73EGJ^*[;=S),:&<*]X]\O&(;61**#QR)#99AOG;/:1L M=]OQ.N\7GLAR)?,+SGBTQDN8@?R^?N3JS*DI%8U7C7G& B8L_9Q\>JV.^R@.2SP)I5//<5J@;UFT=^!5#OZW#H'(HU'?*WBVDF6*)QR/.=HCGUHJ6'Q3Z%MY*$4+S5)O)KGXE MRD^.9V4*(K9 ,[*D9$$23"6Z2Q*VH9+0)7ID*4D("/0%_8DYQWGJH(LI2$Q2 M\>O(D>HNNZXZ<[:'V&L-AS^\>M&89MB5%;8JPQ5,UQ#PT,?=VK^[GL.M[H*!F$8)31*@$U5M2]".D(-EP(LE_ M2H0%H9@6)E@(D#HIC$'.U:.$!0[:VATVFUK*83-H>!S4*P0fDLOVU-@2K"%] MOY:^,Y1>K1JX6A<\IX#>"*2ZR?W>2#A7U_Y1%U_K9+49,{0)BVS"8DNPAO2+ M6QJ!67I*\43G[_$+:RN(1]M=0E@Y)R; (.C!"B?L(\98# H-!:6V83%EF"- M#!C6&3 T9L!#ML:$JUVJS#<3*:/++ZG:*LS+(5[H4L$(/#<5AD>I\#$)3EJ$M)RVBDQ:QI48U-+BN-;@V:C"%!7"N^IS#%N@&=)UN))S;Z=?'$VM?]_S9#!JV M#!K9#!H?!_4'AM62Y^XWX.Y9FJGOA*F=>+Y.NDA!""17F.HV7_=F\KE:5K3& M@D6G94N[L*5=U-(NMM7;IDX'A1++//+Z54YQ$K)7T1@6@B^=BK2OUXAAQ9XQC M'2W7CW0Y:1*>.HE,F\2V6M84PM\+X1N%"!<+*]8[ZN-7!*.I7:T,[/.5]G>D%2B^0>9Y)AM,V80N;](5-,*MU327V51C+D&N D2SR1+7]!8IT1>HH31+?"R1)W79:1J_ME#$/\VS3E>?WFNV:F..>6V"Q2@NMTB*KM-@6K9D/^RJ+9RZS3+!8(4S+(@N"_M'OYO:E:$&H?7V:6V4_F<3G#\X)^:ZB9OS2FO:[O7FNFL-.4]#TUKDP;$U[7 M"WK=SU<3^^+!9ZZ^S%B*.7I2\!*NV(>'%/CR#4V RZ*V+T$OAM5RBU7:U"HM MM$J+K>B6[1FfNRK-U[?=E7=LUK.L4J;6J6%5FF155ILBl;.FWWIOS/7?Af4 MQ$\EXV^7B.J+N6; V6DR.+T6MEKP.1TPLAHP-@8L57(.WOEF:HPO7N<+5+RV M+1%*X+^DU5?KOPS<%2_*/UR?>#=33W.]&ZB\@\>WSY_X1OF"\)%2B^0A0KE7@W4 ML,7+5_[EB63KXHWS,Y.29<7A"O_<>&Z@?E\P)M]A@#U'R_&_P-02P,$% M @ [7YN646Y^Z;& @ :(0@ !D !X;"]W;W)K&ULK59=;!HP%/TK5E9K=0UWO0ZB-023=O#)%3;[6':@TDNQ*ICI[:![M_/M=M((F$&=U)?$=NXYON=8,"\:Vf69R.9\K2AA.!-(KNL;BS]W0/EV MXH7>Z\(]657*+/C9N,$KF(-Z;&0"S_R>I20U.$DX0P*6$^\VO.E3$V\#?A#8 MRITQ.DH6G#^9R;=RX@4F(:!0*,.
)6T#4Z#4.$.DTGCM.K]_2 :'2^C>Q?K:.M 498$E3#G]24I53;RAATI8XC55]WS[%3H]-L&^4VFO:-O%!AXJUE+QN@/K#&K* MVCM^Z7S8 83)$4#4 :*W N(.$+\5D'2 O#K32K$^Y%CA;"SX%@D3K=G,P)II MT5H^8:,L9DQAN=0:'AHX;$#GK]!!P.XKVO2%R;]"Q-9OO@(GZL"OVX7VD:]QOVN=/R M)6X^TSYN9(,+F'BZ/T@0& "RCQ_"0?#9Y=5[DN7O1+;G8]S[&)]BSZ;FN)DC M>'@P71:V5_-+91KF)@O#>) .Q_YFUQG'6!+&:,(?ECQ"TB0*1GW8GJ"D%Y2< M%'2__RJY9+0$Z<[&\2 VIW)/1?)/>K'V/#@0X> :IE'BUI#V&M*3&AZXPO1(MPW#U"Y?(U%&$T6#8']@$ER[!$D681!26&AA< M76L>T7Z0VHGBC6W1"ZYTPI?#2G_#09@ _7S)N7J=F*[? Q5D?P%02P,$% M @ [7YN66($82K^ P T0\ !D !X;"]W;W)K&ULO5=MC^(V$/XK5CJJJ3;S0LAP!:0%M)33[)3T'+7^U#U@TD&L"ZQ<[:! M;7]!OTG(\F*R1;+] K$$\XR?O^-O9K@3\KM: VCRG&=22SH JF(OO&4KT>.7V'I+"DFTP_B=UO4!/&KQ$9*K\);O:UG-(MLE%;Y+4SKB!GO/JGS[40!PZ(8W<(;H?@U"&\X "I'3JG#M$%A[!"M*$E*BJE-M#C>5!=#R48D>DL48TU"%67HC2<;.OL^UQ+<_?1X7NTW$4LR9RO.EBRA7)/'M)!$;KAE?D9G(6,) D3LR75.^PB>&^Y5AQE">_,'<(XF$E&F2":7PM9FA+P!* M4YY2F2]R*5*]@;R-05.6J7<(^74>D[=OWI$W!O3+6FP4&]NAJY&;6:&;U#PF M%8_@H\\'2RX7BOR*T\AM?C'[?Y^T_+@HJB-LL%>V4G0BCB'XIYTO/0H+MO%.M7M0!4U@%Y&.Y4R"WX(O__LF/O%]L M4MX2++X1V)',82 SV(8^GM"LU)-JHM= %K!BG)M#A.?33!0@F,"E]Z3"C4I<M4^RW8S\;X.Q/W6R& 5^%!Y;O;I9'3'K-LRZK/+N__O4WK>#=2^]9H\:W0CK4^^.#U_Z.K M#M0:.6B]MQ>0.RU3WI 359MV+9L?<@A=NPR&SN9G-@/TZJ?(&IFMW/5&*.*)+!$B&]^O[N MFZSZOVJ@15%V5 NAL3\K'|?8#TR IHL?_P-02P,$% @ M[7YN67N$.+%6!0 N"0 !D !X;"]W;W)K&ULMM9I=;!LV%(;_"N$50PMTE4AJW,X< TFD;@5:+*C7[6+8!2/3-E&)"3:;O?K M1\F*9$DT47?'[$DG_/PX]!O]$]<'63^N=@PIM"7+!7%[6BGU/&<8IDPS): MO)%;)O0W*YEG5.G3?.T4VYS1996410YQW=#)*!>C^;RZ]IC/9W*G4B[88XZ* M79;1_.L]2^7A=H1'SQ<^\O5&E1><^6Q+UVS!U*?M9ZI/G:R'D3!9<"Y6QU M.I%F@*S$)%RH0JX@_#.7).2\'B3EY_+DW?)VY8!8BE+5(F@^2//'EB:EB3= MCW]JZ*AILTPV7ZFOZT&KP5!.SI>OV(._^5)M:D>3$5JR%=VEZJ\._KJ 54=M3&1:5'_1H8YU1R69%4IF=;+N0<;%\9_^J2?B)$%SS FD3B#]!/],@E_:.M@E\G^_:0E G5$WCF.O)BZBBLYGN3R@O(S6M/*@FOTJ6\\7%^5"6:A<)9@7Y""[U,E[N4E=%+7M#UM.F=K6A5<7\G9GHD=0R\CIBA/BU]]#T3O%.MLN)O4]6/7-_,+47RIMC2A-V.M H6+_^ST?S'W#H_FR:#5$>"=QN5#2,"O%D@6KM1L2'* MQT';8F>(03/$P#K$Q\>[9_4Q#M.;?>DJ@X1%D+8"-8I0=B4(+R2!(20Q8&$ M19"P& C6*_R7#ELDIX(&*+&P33LB8 ABKC!V.^!@"F,!+YGE@%XF>P M70AD2G,M!8(=Z).V*OH@7W]%2N6H[5U>'(M10"U2*'"]06 M0$&Z)6IM'[8:%[LB3(~_T<'S15.0VW^V8 @*O(&I& 9V)#!+ FF=$[$[IW="M4;'FVDT4B&8R5_S?:C6^1CNQHGN95T:C.!L/JA_9A_=#T+3_ MW"$R!!'B37M*8HKRIF<>3I#65A&[K?I-,5ANO;&PRY>,;"OQ$!I,12M6XK6 M_!'_6H(Z@9!:1$H+8:B=4O4ND%B?ZUG%81@\")O&O:?01B"L#MX:V&((H$[MZ2N"(6KL]>V&<[(3(//__ZLM, 6J_E,!7M\\X -UR-\ M$Q\WT,3XXYZ>#S1?YP?MPF=6LF->;"= M.,=82LQ6C92V4=$V7ISNQ0;6-G? TMVUW9SNP] R&$_ V0OJ]'GCAX7Y#N!ALI4S/1R/A;VE,Q E+;:*6K!F/B51_^68D4DY) MD!O%"T'6!NYS#<:,EP?BYFS01#?)=`Q7[G@?.MY(L YIP=$,_65K3L1Q[]W%K%*TRK-V4EN5H;*CNYN-H)-2($6K+X/DO(IIY M-]%'PCG)-$2O/2I)&(DW:O3+RD.O7[U!KU"8H,];MA,D"<1\)-669+R17WI=_M%EZ=)[RZZ_+Y%8@G 0TZ1+#WS/8S@_U(1.*@_,8ABO'"%S1] 19LR%R+.,?I MVA^S^02"3Y!KY^9NU^X\P[MKY>;C#GA?'/?$ RW.B;N)8W%GQV[<56X'7>[S:.$+77^RI]5N7(I P#Q*&@6":=N-*N[&)OE@2L44I"0.DDHB;AK_M M0A'FZ@O1HO(.6R_ 6R5?PCO/O2NCA[XR0<^.C;-85D*W"^L^6C2'C'UI<,%K MS4ZKM,2@3JH@! <@27\TWG$5]R4:.?9*[C05+R#8A1WL2[2@BP5]JME8I M5'-%U,CO&]))\Q_?3B;6420\2)<8"*9%?UI%?VJ_AT-]+HZNH\H2GY8"*.K MOD(4L$E#"*,>I^H@1RL6$8X^'1+*T?77(;]Y M60[!1SN,WDTNT7L6!4O6'>SI8W>W7]&[71(@VSX>
<(N!U2[)MUPE=Q$&2N50 M25LXO[K\X^5.1WR6(&]M6EI-EV M8RZUC^914(\8BJ8'O%'LVL: W] -\1_0*N4[GZ):=J"\\)&2N\H0](\4!]& MHNEZ.+4>SLM.7Z5?* 4A:1XH#4/1=7K5H%MK&9!ZLW21?.*SG6FOU=T2_.6 M]%8#.2'HNDJU$6_;;[Z;\E#=6%>]!K=EZ?6&$TX$UT!NJL2VJQ?INTKZ;79 M=^^X0](P%$V+]T7L.V @67ST$9K

M\;=LX>/RLF=D>R1"L9 9PE?_[L5,A&%&4OOQ;P'M'32SP.//3W2>'[PZF%L__M%;,X_#-8RO5E;]0C2W'G[T)Y$S_\)HH#LC/>(@[3_"]Y*+8U>F2Q2V6*8+5 M'FR";/_?
_UZ1WO4C]:IA=]]78K@_<7Q2Y.]M_G]D%BWR*{IE."8N68MD2-M[^KCQYKXOCH=AW-"G\{)E&]!<[%]1RSC+:$&';3LSZQ[N-5V.#^FSGY.G>O# M7:%0X>:SX5X'=6.5HYSWIV=U31?
8Q2F>S4_4^2OZ{4!N2C%)OT M[[0*V!,&[;3LMGZ>;OV%N.RI^W8]DGO1F[S^Q72,!VUI1L)<\(PA81P)\T"P M2K$,#L4RT-$G7R)_$R#W>"^,M_U'TT*Y^VBMDCG1R9]>W[MR1FUK,'HHG]_7
M;Y5-KH9LF0VKR-LVA8QA530^D6]E3[:.-#H]0>U!*HE3XU@5T4&5*1-Q6M@5G+'4BPDCOG_MD#M'FIO/L?1#DCU-)$|\$]D#0UNZG,:A.(9MV4XM85]J4Q/639.A-7F+ICD:
MCNI7'$BSDK7A(6M#;=:N1}]>-[/V5CUY]HNO_88Y;!S6&1U9=[T89UKA4]/7 M39.A-7F;YG!LUJYR#Z192=_HD+Z1-GTMB8O4JB)Y:D&T9G#4.#)[.#0,NY9! MK?:I&>RFR9":O$5S;(RU0Q*2#K!M
NI(0FDNE,.@-ZE>2A;M6A*1Y+]MQ_1U:!/-H6VF0XD?0%3N937HA MK0WB+9E?#PCW%T$8R,76E"(=N1F4YD)I#$KC4)]'HE6+]'0HZ1#;+]6)93F M0FD.2N-0FH>B58NFM"BI?
D1CAW;1'-77>*. .HTO"S*H(&\1.*EM-(;]HU2K MJ2]-0;HW'J=^$D2KE'C76SOU.RB'>1W$_G/P*]S%# _D, +KJV?FNS'MA0D'6'7LS':@ ?;S'9JQ-632M&^-^.G^]_/Y?(YV M0CZJ#:*&IY1Q-?
0V6F>7OJ^2#:9$-42&W,RLA$R)-EVY]E4FD2R=4C@9VO5OPF>),';3![F0AQ^M3)=#+|! R#+1 M5H&8SQ;'R)@5,AC?]Y\>Z=(;'K9?U*_=WLU>%D3A6+ O=*DW0Z_OP1)7)&?Z
M7NP^XGX_':N7'*;##;'X-S=C&$M<4@U7:XEH M,\ 2K-N)KI.P%6 ;-UM! MY&\K_'9*OYU:OU.NT>Q&@\G"2I^%>;-]X#1H!-U^?Q#_#6K(;HE1+<68H*Y MMB401H0_ODJKR]?YIDO?_
VBJ9^[5Q?O^D MS0W.]=HX5+$R-75AXDM2D5=?W_[KC LU8<!"*$&?SAL$S"[5&ZS'!*AM#]' MM12]LM056KT#@=+#Q>[.Y\R79OFZW1*XI5\!P9;R"1L_DL"Q>C**C1>:]J$)H M4_-
=691V@9E?":%?.K;PE\IV__02P,$% @{7YN68_F6>$0! M418 !D !X;"]W;W)K&ULM9AMC^(V$,>_BI6> MJEVIMXD3'L(6D Z2;Y%ZNM72:U!4?>&%@427V*EM8"O=AS\["8&0;+3<^=*Y
MXLS\)O.?/-@>'QC_+"(B9[3A(}%4F9W=NV6$60$C'"_]#JR8;QE$AUR[>V-MR#B0=>Z4)K;K_.[}3&UIN-\{(%/QVPGDYC" T=BEZ;$_S^#A!TF%K:_X_Q M-I})ZP)Z.,[*%)FLWB"_M:?%-
GDLASASP2PYNZ>[>.O1>2>"Q<02:9C MS@Z(:VM%TQ>Y^KFWTBNF^H>RE%P]C96?G"ZH! Y"HDG>O+9WOBQY^<_2: M&%[U*.!RGO<"+P >[XF>LNB?/]0SM)"FLWB"_M:?%-
>NT@W=;N1496,+%4WQ+ M]V!-?_X)#YQ?VS0V"0M,PD)#I%HU>E4U>EWTZ0/P%5")V 9M$J;*0K>(Z^FI MIFJ*U @5.,7V:MZV3:19 W]N?2=KW"M]&1H*6=.T M7VG:
[]1T\A&Z!=W$-B3F:$^2'6B!XV/_RP46NO^U:5K !V?YO<78<_T+49MF MOC/ =:.@A>7COG M.^U-P@*3L- 0K%:
<856%!K;%M4_&@VDQ"%^6=Q(EN4'=$],2I;FEQ$0M=+4!NKYAC%YO-$!@ZD=02P,$% M @]7YN68"F-O8Z @ &04 !D
!X;"]W;W)K&ULK51=:]LP%/TK0BNCA3;R1YJ4S#:T"66#982&=@]C#XIS$XO*EB;%WIGJ-[CG25-$H_FP+ DI=25B:EA;7UA#&3%U!R,U U5+BR M4;KD%D.]9:;6P-<>5$H6!<&
(E5Q4-$O\W$)GB=I9*2I8;&)V9IB"E(\(R?G64Y#MC5=F!L8)25.V? MOW0^`"`X1N]-$_PJ(.X!WCK65>5DS;GF6:-40[;*1S0V\-QZ-:D3E3G%I M-:X*Q-GLG@M-GKC< 9D#-SL-
>$36D"ORC6O-G!8F819+<80L[[:],[>-WMAV"?6 Q,$EB8)H> (^?1\^@OSAH8?' MK^$,#>A=B'H7(L\7_]V%F3"Y5,X(0W[--^GE+84@Y/4[KNFYB.YY!2 M,"\#>@\T^_@A' 6?
3NG]3V2OU,>]^O@I]NRKJK97%G2)]W]E+\G&N;%W;IR2 MW7*-/9=[(_;9*!H-PH3MC_6_R2EGL##\L\.T"{1)P?:.4/02N/?K7,/L#4$L#!!0 (_U^ M;EE#@Q_9^ , $83 9 >&PO=V]R:W-
H965T"= YDE"Q/,2&=_-_M'=!Y>7!/U[$R#]S%+"-K?$#U3W8G])U;H40TP512GH+ U=SYZ%|<^F/C8"T^ M4]S)@VLP5!XYWYB;FVCN>"8B9!@J T'TWQ8OD3&#I./X7H(ZU9C&\?
#Z!?W: MDM=D'HG$2\Z^T$C% [9;H9+]XWU MUFQH:J;Q00G]EFH_M;@F5,!GPG^$6R0R%ZCG2$DXAP>=,5'.$/@*5L9J;ZPD M9()NB4+8$2&(,=VAP.)E!+FDZ1H(+!D)-
^<;@C/MDO (&7RX0D4HD[_/7*4C M-^.[81GELH@R.!+E%YYJF()G((HP;_RW9_/V@!<+5DE6!BV[+H!7Q_;,> M]+TS"+Q@ +^""S(F F53;.U(5QA]-\B]8\BU8+L5Y/;M]"#(]#W5&
[,5P(1 MA)ZQ)ME;_4T)N9 9"7'NZ!HA46S16?SVBS_R_FCBV1%8C>]@HC]PZ/V3\AAN MTBS7*4K2R+XDMG3\C6&F[2IAC0+_+:;!?;A=?S M^M.9NSUDW6PV""]S&H]1Q6?
4GMHH]BA3;'3HB68 STA$T_;)M@*=.H<=@=4X MCRO.X_?(\7&7^G0$5M-G4NDSZ2HGVH%\ZPB!WKCLI]'K&VO[FX!\OQ6I
M1G9:D9VV0G]ZRV)M!3EUC=B115VAUC0ZZ.?]GE_ER MQ%<%?#@=OZKSS7:3(W7>#_:4@O])=!0AE6@:SQ#A@U[6$6=,+VS(4!3-4G-+ MV8I[\L1VA%978=_)^?UW2?Y.&\"NT.H:
[5M O[6#^'B')7XPX/,CI:? Z\5MM MZESVI9K?WJ]=5U!0$!_#8:,4U9 ZQ@GSVY':%%]@V?/WJ7%=!I M>]@56EVC?8/HM_97/V0%%",.:?.U*[Z W&;Q>! UF@]Y_NGSWX*0B0;&V!SA2
MYW>>]N+0HGI:'1)]M$HKBT*:X43RSYQZ/ M7"F>Y,L8283"&.CW*\[5RXT9H#HZ6_P+4$L#!!0 (_U^;EE!/D]_$0< M (\ 9 >&PO=V]R:W-H965T?#CXI@_G\:\\$"<_TXV4&?
F]#:/T:K3)LMWE>)PN-W(KTHMX)Z/\+ ^LXV8HL M?YO??4X6WB?A4$D/R5(_06\9A M6OXDAZJM,R++?9K%VRHX[\$WKZ(_Q>]J(:H!+N\(H%4 [1O]@!6&CWVK+1U M(S*QF"?
Q@21%ZURM>%&.31F=NPFB(HVW69+_.$^I0;@B_AL-OY#/(=\MPIH>/ M\P&M1Y76HTI+/=:A]Z8<+Y.-8QPWQQ7?V;CAV;?#]XN# ?U2S\]+4.8XY_$ABFE&O-NJ!P_]#)
(F(LN;7T>3W*.(U1MEYDH=V M"W=BSH%?=\T?-C/\UJ5\/GG2G7:;KNY,ZNY,P.Y\BB/Y)U\RDY_YIBB6RW@? MF;^:H(SMW$ 2TQQ/:\?3@:O/%-,BDIAF<59;G(%)O1;IIMR.EL4+^6L?
Y!M. ML7&\;FX_JR!=AG&O,9D&8!;>.HX_F3W|@K2;49=///.D=!VU[$J@@V\7MQ?D M:U+NFW\(6NR1G=]B6,HV,UAJNO$&<+@#9V<5B&4324VWJ0C !7=?E!D^7\)Z
M0*AAPDJG/N^8RHH$?!@%/D29S*^?D41DDJ0'L3.G%U2Q=H.DIGM6G.'"H ', M8E3&P%+3;2K*<&',Z)M: T7.//:4^0S-Z&0Z91T34 &'ZS^+^EP06*Q3@]2F MFU4XX\(\TSVI#A=.1-
<45=&")H8J#CK5@$[T_:L^GX&;[N%R1_TCO,R6L M:#W(YX !]F" >D.K6B!%6-M$4M-M*IJ@(+ M!O.%FM0]&1C6L_6%I.:[5PS#AM9-&"]J8*GI-A6],)A>^]86XHW*2&\D88U_
M>K!G@=24!K7%@]>EF%>\]PT'?3L4YP(4<&%P%:..(P'3GC4.F/G0!>F MT(7!A1!@C4 M@6"IZ385W3"8;RK_]]@N>ICJ4(9F0!V*%>1@,'*<7!U0P0+ +M33>KP(/!%-SF
FK6!MNLT7'FlX55O"!90O>+D>T2VB&1ET]4EL!'_?8>KVR M.6G"DM;_VCX'!' % 7SH_1,]<9]%KUJ M(;8G3%C5.GWGP1NL((/K8=P5*C 4M-M*JC@YZ^'P)>P'I!VU:1K0BNFX+TJ
M)A:G2UC0VM,YJB58@MO8+W";Q-U[8G3!A M3>N!/@<(> H$0*&W9'BH!0LL-?U.;$42/ES;P&!W'ZIP"%V"3?2N*R[P^Q5! M;(^8L*QM_K#4I$%01.$/+83XJ#B!I.:;5#CAG[\0
E_">D!ZUTQ\11-^OYJ) MQ1D35K0V=8YZB;_HQ1];+_%1N05+3;?9>/P%YI:^J86*&)618Q._QR14+.,/ MGH60/F15 TM--ZLXQX&"S>%KVDTCN@R>E8H5SG\[!% M))\5R?$!U..;+-
Z5SW#>Q5D6;\N7&RE6,BD:Y'|?QW'V^*9X+++1^#'CQ/U!+ M P04 " #M?FY9%G1L;OD" "V!P &0 'AL+W=O9!A0CC*!J$!>,R2(9^[EHG0U59P25>:S!543#]
M.$:AUJ.@%VPF;O@RMVXB3(8E6^(,[6UYK>]T,G#^_MWN&.X]ILC<%%,E?JWAG3;!1$3A *3*UC8/1;X02%<$0DXWO#&;1,.N#V>,-^
MZ6.G6.,,X$2)SSRS^2<0"2##!;N$O5'K#!C$<^SX4B6,,*Z8T"2"MC5=& M24'!9?UG#TT>M@##$TPV(&T#\MX!^-^CI0&ME/JP+9EDRU&H-VGD3FQOXW'@T
M1<.EJ^+,.EKEA+/))>,.[IBH$*Z0F4HCE<@:> ,S.C!9)1#4 K02 NC(K)G.MSGA%05)9./+PU\Q!4*Z .7QNJJQK^Z0,NX,*^)J5Z?3[.G7%6&RUIKC/^CNPY62-C?P7F:8=>
GN_'O=N!#RF&; MR'B3R'&\DW"&Y2'THP.(H_BH2_PY_(Z;=UI7N^_K-U/8"/G,VYX):CV129 MJBCA!M-*:RZ7,&.&FP.XE6IN4*_8G,H^E65EG8^2*:&9NW4',&$BK80WX,N-
M.Q:7!;XVE7#6N-1MT;7H$Y:R5(V];EB;#C5MCQ3F&^ MSBM_?UGVC?I>??WVI'[B7N\,J#*:20NB.0*/?;KK'8ZW5+WY57B'RY^4#UKE M<9W$^ZPD=V(]B\-!;]F*?
I&URZ,6%6ZUQ@+UTK\8AH7)6W=)=O9]E$Z[!TX_.E> MOVA73-,A,"!P0=#H\"VE0]>O1&U85?I&.U>6VK8?YQ2PH68.M+Y0RFX,MT'[M5"<_%!+ P04 " #M?FY9J3D-?^T" "4"P &0
'AL+W=O<<^]PK\CLF9WK#*$B49$)Y0@A@L MQ]JU.0Q<%5\&_$B@X#MCI$ZRH/1136ZBL6.H#4$*H5 ,6+XV.(4T541R&W]J M3JV15,#=\98]*.\NSI+
'*8T_9E$(AYK5QJ*8(G7J;BGQ3>HS^,HOI"FO'RB MHHJU;0V%:RYH5H/E#K*$5&_\5/NP Y \0"K!EC/ :\I#&K X% %NP;8ARHX M-TS7').(CW0A!15,#WOR245N
MO4(^0+>4B)BC&8D@:L'W?C/??B@&V]:'02Z=*JQR]K:.;$Z&>>07Z"!<8XL MP}:C0[*YH\^-]ZK/WJ0?=##IK2&Y1\)=@[[2^W5/Y5->% 5F MT>^V,JN/[#B=?
<.>8Y#&&ORCO)WIK>8Y+Y%9E;DJE_],:SKBZ=_MRY&^VTT[CM-/I]$V6XX3)/[U -(E6M>]M)CN';'+Z,LK8C_"K M"*?'DEZ>X"6/T6Z%VUCA'EAT0**>BG/[MC?MU'IK&?7*S8XI%
[R4:ZLT?:=K MR("MROZ.IH"NB:AN\6:U;2&OR\[IV?K$'$[-EG7?',ZJ#O$_?=6OWF(FKP6. M4EA**>/B4I8!JWK :B)H7O8L"RID!U0.8]DV U,!\ON24K&=*(&F$??^ 5!+ M P04 " #M?
FY9/2"L32T* "@< &0 'AL+W=O8CQ)J9[.JA.SI\US-F;L/ ,3!PlBD7[,UYSGYMHGB M[RTSO/MZ7B*<6N^\,+3P,MC\9=EDFZ\7+Q-5^-LFW(O*(,VT9A.)M/QQ@OC
MT<59^=EU>G&6]/(HC/EU2K+=9N.E3Y]XE#R>C[31\PYV*=^,)0@W/,[")"8I7YZ/+K53UY@6 >46OX?\,3MX38JO/CZF<[*+R^^S+V7\:LD M^B,,\O7Y:#XB
5]ZNRB_21Y=7G\AL^#Y2925_R>/|:.3$?%W69YLZF#1@DT8 M5_]ZW^H=<1"@&2\$T#] 'AN@UP%Z*X":+P08=8!Q; :S#C#; 2]EF-8!TV,S MS.] 63M@^D+ O Z8E[U;=4?
9EY:7>Q=G:?)(TF)K02M>E((HHT47AG&AW=L\ M%7\-15Q^<;OV4O[QD^C]@%PE& &-3R+Q25/:WXC4G\)OD?HZA<+(.XOG7AAE M[\6G=[<6>??
3>_(3&9.L@&0DC,E='.;9!_&A>/W;.MEE7AQD9^-/#]?[>N/[LCO?E]U5 MAUO<%^%:7[C4D_K^%Z.7//V?_F*:7\F?/XM03%CGGF^R_/0W_5"4R^A.59ZW3 M;.OY_'PD3DL93Q_XZ.+?
_]*FD__T"0@)LY P&PEC2)B#A+D@F"1*8R|*0T6O M17E?BM(_%"5_%N4|C_DRS-_WZ5#)'JI#),RJ8-,25@S#'BYFD\G9^.%07MUM M%NUM6'<;JK4W]E4]G+=W'*_605A_]O=[.?9'E?
SRIY M0WL6";/,SLZ>TT]7(C.R"F8J,SK(C"X()FEMCQ3F*?5:YZ&24"2)-DU4^I$ M3';]?9KB6-&G(VGNH3I"PBSU7]#DB7M1N9B4XWGQ.@N\)[ZAV0VLED,"7.0 M,!
<$DT0YVXMRNSMZ9BZIL7PEPE2? 81E&?X)21K&6>B3 M!R_:\:+/Q(34_TJ2;7'- R$BRR[-<3/"">-77BG(NSR[LPKKV!WF&G$C)4'DB8A8392!A; M=
(\:"Y/214M*WU,]NF:WA8+]'6R6!K' M7E-;]E=>[/,H$G)T]+&M^3A,>*!^O-0F@6EV5 :T[K5@ZENTD5G9--=CDZG MVI2VQ?,CO'JM,>LUM5O?/V8G?Q$K3+F?)_VN+-2\A]
(L*.V&TAB4YD!I+HHF M7R#9U 3HY*V&[Q1:,X#2+"G-AM(8E.9 :2Z*)NSJ1E0I>M;CL?">$6VY74U MO:*#E@*$-.M*LZ$TL]_-ZI+>'H%|K7]43198(WM3|6V_XNGX0&U4G6*P1*$
MFO]0#OVE,2C-@=)<%$V695,EH&|VN3N%5A*@-.M*LZ$T!]4Y4}]+HLGJ;.H- M5%UO.)44U,&*P|:,(#2,"B-U33IFNGY5)^)KK0I"Z*)DNJJ2)0]47VQQEO
MM'LU^6*V6!CRGKE2YQHL%:CS#Z6QXW:(TW]HFBR5!I+GZHM_7]FN]&N 4T- M@TYG;>U O7LHS8;2&)3F0&DNBB9+K"D#4'49X&]OHZNC!)S;H M_P^EV5 :@]([<*,U%T63%-
;4$.G^S 3^TP "E65";#:4Q*,V!TEP4359G4ZR@ MZF+%]UT"$05,Z/2GUSO)95$IYZ7Y38]#5ZP[$,2Q, M*\%L]PLD5\4DLD\N:MA0N;S2-&WRHM%5I0M1MB0VD,2G.@-!=%D]76U
QTM75= MNA,D*);25>OFMFGH\W)^$"115"Q,%2]5@HJQRLU?[*]KB<(IVHIN+P_D MGZL%,8 -I3$HS8'27!1-%EY32]#5M81BJ%96$AZ22!SMHC|_ZI47M%Q0TS3M
M0%^3D[G9EA2T#@"E,2C-@=)<%$V6U,%=:]2K!6[*[*M9IKQ<%Z^\G<[T[YM^:+DH,XX M5Z@KC/V4%W<8RX@8Y>7A,A2RNW\BUY$7$R_8A'&8Y6**T;^L09URL 7?8Z(MUI8?
U/B'TAB4YD!I+HHFWW"U*248R%*"&C946*\T355*@#;$AM(8E.9 :2Z* M}]NM*248ZE+"%W'ID)WJ_*P]X'\6MZ$T'(" ME&9!:3;4QJ T!TIS4319ETVEP:!O-;\UH-
4(^,V"TFPHC4%!I3FHFBR.IN MA:$N6KR^;$L-&"PZZ)H$*,V&TM@K.UXK!R"]+H(6+U T65\'=]U7%R^>-\ M9V5H70-%Z TG&TIC4)H#I;DHFJS+1>$0F=D QH301*LZ
T&TIC4)H#I;DH MFJS.IB9B])=-'"%6AI8ZH#0+2K.A-/;*CE&PO=V]R:W-H965T MX]V>RPOZ:G% _.R$^5^'!RK.]$HEBE.< ML9AD@.+M4KN#MP'TI4-N\?>,3^SB&,BA/!/R(D]^CY::
(2/""0ZYE$#BZQ6O M<9)(O1"/Z6H5MU3.EX>G]5_R02A.6?X%3;&AH(CXR3M'06$:1Q5GRCMQ+$A8/I?.!@E@IF6 >K=:+#&
M.MBE@SW6P2D=\]'KQ=AS4?QS+U!'8$U2D7\,Y3,8O.EC#&[DTC.Z)A@0+9 O!.^ '(H)OF$;%1, M=P:"+,)1 MC_]&[0]-A8 N^%20S#.D>U.I^(0/,V 97X!IF'9/0.OQ[E;?
>-3N&QP*=_BA M>S#>W53 L*J,L7(]2Y4QO=-;^-G]?G+%NV4'%.*E)I8TANDKUE8__0#GQL]] M2*<4VTPI%DPDUH!O5_!ME?KJCR-G'&51G.V^@&>\B[-,'(JE,D%9B,&G."L?
MN\]]$U1H.[FV?(.\K]!O06>^T%\OT7?-W#FT#;|IMAEG%B@']))VXG J7H\3U M*T49%RO; !>G,Q+3=TS3,W'IFADM),IHKLVSB<0:X.85N+D27/"&:1BS873S M(2;KKL6-
94'#ARUWNH"N93>16(.=6[%SE>S6\E%,$L&.4"!*N2V.1^2@.PBR M:W'C>]OMC@]G[N6XT1B#8Y>Q=$;O],A_'OL0N=U4-F>9WE.BVC7S'!*@8[:? MZJY9WI(9=,U:ZV&#@E]1\,
<\B>@Y&1RUWQ.GZ0,/- YQ;XEJ3%G,3*JVF50M MF$JM.3<7_0^KQ7-D47@@&F1^KV97][#OTQ]=^:U7^!]9G &S5;FCS,+U-/[M7G:I#ANJ?
$62=+C9_9G4>^AXS:,SFI8]@M!M898,^L\;RV>11 MMR1P5$]254(CQC_Q"]AM]IM]9L,;ZB37!W*5&I-F'6/ MWK2J)'+/)6ECFV M)AFG*,1'E(
_,4U!R4]99:PG5=M,]A9,I=:BI"+WW_7NW'I*R2BGI+&?;'TEM!]2<\5$% U)F*>554F/:5)-]W7G! M:U7+WNU=SG*7M1]SZM03LJF3:56 -OW\'8->ZYOY!Y5O@U2RQ<;7%\1%9T$
PG>BEL9,U\)DVBQ9U2<<'+(M-T6>">)G3>R!TB[M+WKAU:K1=U^-L1 M(G-V0;V_OV-G6R)-#H;K] M[#SS^)GQ9,8>'X1\5AO&-'HI"ZXFSD;K[:WG]>6&E52Y8LLXO%D)65(-0[GV
MU%8RFEFCLO"(I\=>27/N3,=VID%.QV*GBYRS!XG4KBRI_,>>%>(P<;#S.O&8 MKS?;3'C3\9:NV9SI'I\"'2.O8#:#K]G$\8TB5K"E-A04_O9LQHK",(&.OVM2!UG3&)X^O0)_L M_=.7.A
G!L#3;T!J \(V"'"\8!+5!8!VME%FW/E%-IV,I#D@:-+"9!QL;;PW> MY-QLXUQ+>)N#G9[.-U2RFWL(1(9FHH3L4-3&[_.+>6;H!LTA=:)=P9!8P<8I M+?.E!C1(6SXC>]
R4XCRK/MNQW.MT/M/3-.\4!^ ZO$(F5O(#PNY0>^0AY21 MHL:>!K>,.&]9NW!?N4 NN)"B;X+KC4*?>-<:RW"$I/XH;7!GZJ-&?715 M_9^2*#8#8'.62H25IH%K2IR,.VG)
{8)BH_)WG82=_03=I]K->5N-1RP?OY!1;,KFVAWN% MEF+'=75X:V;"\2=/3:WYN_-Q<*>CH\TU:WD&Y7P22M4L!50^FV*Y516!_U] MH,76GI470L/)VSYNX'+$I-'
^Y40^G5@%FBN6]-_ 5!+ P04 " #M?FY9 M-I(H8?\# #Y$0 &0 'AL+W=O2CFT1*TAEMI9E1U6IF'U;[X, EL<9@QG:;]M^O;2B! M#*6;+NE#8^">XW,NOG#-=,_%=
!D%4.@Q99F<.5NE\B0?Z9+E=$64B(O>0Z9OI]P MD1*E#\7&E;D $EM0RES?X%N8NBKE!8.1AV M.EA(":HMK\L"%]:F&GO#T6C@>><>B6B(GH>Z>F1#W*@2-^H4]XF2-65446A5
M:/IWF$8XF#\L*6R+$7A/Z+"L>5PG&GPF]$4'O[]UK_H"O W.XO7*%;0-IJ^3>&K<4U]_D&?_\H+)-5/>K1B M1$JT:)7827#J8NF+K6GWT"_@\S0,N<>.H2^V9A(./0/N?
KDO&.-1T2GH_B#2 MS8/>,""><($4>[;.5ZB2E@!+!45.&O.@J,$H8S5%,%+3FJ)@5X_K+\G(R.5[* MY^@?\'*&!P-T=Q'\U3Q*]-
%XO'+89]L)CPYV"WFKXT&_@H:O24>

U}X.:D\/EG;E7Y%9P^IJ.7=Q@9^:\FZ.EN1:YH+X$1ZU#9#9 M^[.DZ<)/&P;L ,>*=C%-HRS 4'N6DU=ICV8Y#;Q\$=FNRW[M]|MVTE"D4$T3+XT_[CD^Y[HYR=,:/-@:T<&C%,I.HIJYYBR.;5&C9':D&U2T ML]!&,D=34\6V.H+-<*#"ZFT:>CL]FQKP\%WSFN M[=88O)-[K1_\Y*J<1HD7A (+YQD8/58X0R$\$N#W>L%\&[^3E MGEF<:?&#EZZ>1N\C*''!EL+=ZO47[/P$@846-OS"NJM-(BB6UFG9@4F[Y*I] MLL>N#UL XAD&!T@_5? N ,,@]%66;!UP1S+,Z/78'PUL?E!Z$U DQNN_"W, MG;%=3CB7S[24W-&U.&"JA)E6CJL*5<'1PCNX4G9IF"H0"L&XM*(8*%7:'S% M_@4ZQH4]H-J[^07LIQW 'G %UUP(NB:,O8Y4^K/BHE-TWBI*7U TAFL245OX MK$HL| "SW?@/,_Q=:=O4;IIT7FZDW".S0C&R2&D23H9TO/?\&=RQOV-C0/? MY 6^2VYPJ*L[43X,SFS#"IQ&]+9;-"N;\K=OCDZ2CT.67HGLF<%);W 2V,T\/,KE<"50VE_#5F?O*;U5R)[9OVXMWZ|\V1#ZX8EX(I\'T)% M*0S[0EM[,&2[Y3H-7#ZM5WDR2K-XM>UF=TTK,MZ*#XFF"JE]H=!+Y=HDZ5?[MX/X4\BI^*F]3_Y]9BBL+ A<$34:G=+YID]2=,-V$,+K7C[(M#&OZ^*#0!;2_ MT-IM)OZ_G.6_P502P,$% @ [7YN67^T) &U P XPX !D !X,"]W M;W)K&ULK5=KC]HX%/TK5KJHM*4O!.@@-29L-J5 MMJM14;>?36*(-4ZT0J5\LZ.L@$(VV=[F%4,PTZ2"V}{C1'8!<6FM%KKO MB:T6M!8$E^B) 5X7!63_/B!"CTO+H5XZON}+E2'O5I4<(V2'RKGIALV9U* MA@M4C(^\]S64+:7/JO%GMK0<]46(H%0H"2C_M#N@1$;*4Y'?\;$6M+]8B]H?U'_7@Y>#V4*,'BGYCC.1+ZVI!3*T@S417^GQ M#]0.*%1Z*25<_X)CBW4LD-9=MT=?_ _])&7XWZ[{6\U^;];1 #K*YJ:9;,B!F:MVKCFO8(J6EMR: M.&('9*W>OW,CYY/)UEN*);<46]|(&0"@FX"@C%UO>R(6G90"(;WM8!;@H"@ M0"[X]#FG)$,,F^:FD8VTK#H$#]N/H1]Z,\=Q%O:A;[P!ZX9<&Y!^&4GFB=^A)T?X6A")JBD*:Q/0B3VW%_K$G+@S)OXU)\&D5C<: M@'0[>4!= =HI6XZ_!Y(_^25B*9ER3&(N6#"]-E<,0'.NF!2-N6("CN7*K+-G]O:J'53ROJ5] MZ2^JC!("^R^-GC7A9_U=V)M,IP/##"AWXKH#MPPH?S)TRB@UB\TVNT77/+*!#.898*=NV46./|+|EW:Y6ULKZLE#E);EZ*YR76]747V M6=&KV:D0\Y.4J*"_W LFZ++'X,B<%W\R\@7>_ M\9:NUDIO^/&TPBNR(.I==2-@Y7$P MMUB2*U|\1W.UGGGG'LK)$M>%>LLW?Y/V0"/-E_%"FE^T:6T##V6U5+QLP1!! M25ESQ9_;1&P!@,<."%M _^!@P/ "(6D#T5 _#%C!JH=1"S!'IYNSF\0E6.%X M*O@&"6T-;/K&9-^@{5^4Z499* %/*>|4G%"9<;8HJTF_ JF(P+1^$KU BZ9U M$%)B!@U;<"G14O 2Y=L0 @ Y2HC"M)#' 'ZW2-#1\V/T'%&&_EWS6F*6RZFO M(&3MV_ ;\.9->.&!\"+T&ERM)4I93G(+/NG'7_3@?4A5EZ_P/E_SL)=P0:I3 M%_4G*.S"H26>]Z?#(]MQ?LY[^L/>=Y(1=4]T?N$"ZUZ"-;D$DNOVBEQ67L/^7X'4E3Q#0%75.V0H= MZLK_7T$$Z'J\R0^V9FK"'=K#U9H[D17.R,P#495$W!$O_N/98!S\:,ND2[+$ M)5GJB&RGYL.NYL_^]O@-U)4V=3_2FG#<*PH36Y4:!V/C0/^1W<4OH)GOMG-O M,0F#1T;)OM$!HV#5);.|"4=19!.1@U*5@U\N"]UL!VHOT?UN_M3I=DB4NRU!'93FDNM0<_%Z*M=.&RYB{)$I=DJ2.RG9H/@H=|*OC5FM1ZZ'TSLMGLJY+%:D^6K-[V=@8:*9O)O%HI79K2}Y0H&97.{)C@G0AO \R7GZGZA'73?7^)O4$L# M!!0 (.U^;EE8H#;X] 0 *T, 9>&PO=V]R:W-H965T.+;64"&^"VD!W%RC%(I3XQ]34_N@YEAI4]$([J4*06!?WMZ2Z,H M98+G^#LG-8HQT\#3XQ?VGS/Q(.:)"'K+HM_#0&YFQLA 5V1720?V>$7F@OJ MIWQ+%HGL+SKD6.M RYV0+,Z#X0GB,#G^)\IY DX"@$<=8.8#[VA'Z>4 FW3QJSQ+G$4GF4\X.B*=H8$L/LNQGT9"O.$D+92$YW TA M3LZ]4"Q9(L-D1P/T:4LY2>=/H!{Z%:HT3)8LIN@B8D*\1RO.8A2G.A43S-=$=I9]M\B^FI{$[#=F_/Z[FA2220J^7E^B&1"19 MPJ7LG00K#ET'09BN21)EBQ46_@X>)%W><+IE J[?<;;;BDL$=-$N")-UX[+^_M\P,|;]'T<1?JCEW=QLSOO%G/=;5]PCW5.8%F4G/48.LLC4 M4.SGUM3462?"ZT3X=01V1^HR&Q7B M1]WB%F!?H<@NT9HF4'#19=8A20 V+!0RK<]+2!0I7S4J;P3X74B_#IBZ#IJ MY>-"^;A5^1U\8:#4Q@L!JX4@[_PJB>-.B9T(KQ/AUQ&IH6NK-6*KM+Y6]\K/ M3,+KC-6:B=)U6!U"NR%>-\170F!Y0}3YQ^,A5ZIQ.O#H!N#L!G1"O&^*W0L]E MVZ5\NU6^QV&IPHH-$Z6TUN"WOBBTLGE:V7Q=;.?34+1_[/R_#"C6^M6AE:W%8;FIH>>=;Q!M;74,>-J;ZE#^DZUM]0Q=E-O+1TV[NMP MH[C5]+ ^YUG2R>5K9?%ULY_-1?AS@5L?[*D^;4YP50NUU5LHN-N%*R!X6.LO M=5!OA*MBZR#"'36UF-*.XW8__DEN*%>*Z_;?W1"O&^(K(#W<,(MVZ I0-7WA +BVJ.FN:4+M_]K%YX/R/A*^#L'H170%0UE70Y@R?MP;.IY(MLTV/YZ8E"S.#C>4!)2G M +B_8DR^G*0#%#MT\W\ 4$L#!!0 (.U^;EEO\#D&PO=V]R:W-H965TVI0%YQ&\".U&{1EK*BK%GO?@>S@Q+9P04]DIL/K;MPAPHU4PJC|E]5'MJ8'UZSW[UU$K/" N:_ B&AC&?&QS A1'A#Y0/;?8-2 MT%#S!8R'_!?MREC+0,%&2):48)5!0M+B'[^41M0]N (P"D!S]D MP2XN= B MLUS6 DOL>YSM$-?1BDU?Y-[D:*6&I+[,2\[G54Z)PTE\0$;!4DG0#(?]5 && F{1PD*_% BG(:($KP@EDH#03\(ZGKWB+Q<@,;'B2C$=W^-I MN4"7%U?H I$4/<9L(]06PC.E4J;S,X-2Q5VAPCFB8@G9-7*M3\BQG$$+?-X- M7T"@X'8.=YMP4_E9F>I4ICHYGWN${[;P*^(L.6;0M$UDP3IH9]4O]%1D.("9 MH=Y8 7P+AO_Q@SVROK1)[HFL88!;&>:!VL?N/3&*Z/S5=-K2Y4%"/I0AHD#ZJ$!YT5^U%[U>|NVZ#/LO5$UG!A6+DP/*%L]$OOV]PH M^(>URMCV^$WU6F+&5GOY1E7BH!$%UQ|"R177ZVVI#]QI2U/3V0-F>-*YO@L M?67]P/B^FO6$B6Y0/4 MBDDUCN67L9J8@>>L]3QB3.X7>B;K9G#_/U!+ P04 " #M?FY9XC$X=F$# M "2%@ #0 'AL+W-T>6QE62#/MRGMUDNO0F^5SJ 8F;)L >OB<#$D2?B6?E1GG"!N3AXN.?>:ZO/WCV M?O;I[*S|<'F]VWY1 9?$=XI>'2#:PF5;J'!TD+ "Y]FB;"Y/O'B;_3QR3[FU+ M5]W/C9 EGF.TV$%KV?&MQX.0NVTG>8.*$0,DZOE66,QTM^.F;[$MV:^3=-A/M<[G.U9#8!J .,^8]4C$@(RKX6'%@I33C8FF,.] PR46N&TVB0D70$OY9,' MUF# U#H9E[FJ8ML{JGM<=\!5C4PR(5H#';(;1CV"ZHU4 +&5*K.5>,+R*O+ M]|O").)PJN@PZ5V1-J&XFR#A7"5--F("LFH9]P5*PH_AT!G>=%SZ 6N>9*22< M3G-)*P\K1ETPLA,FQ!T\'7'ZG6]J+=&/=JFR13=$8JHM6QE9 ?U/-.E_*1F_2 M|0K^F.MOX.BT*L?PJ^%1FS [^X(##/EWQ MO%FN^),)!JDR,0U,$>^1*:R[HV MXTG"Y{O3JY'7=&Q>N+;?I3?^$I70N]'T##LBZ_),E?)[%3:],FBZU[K\ X9G MCL*K=Q,3B\N$+5@RJJMJ.JZ*GBF8J/4%A%WDIKK<",:QF'L!#(N#.< XEH7% M^9_&TT/'8S',6\^)I%!.#^58E@L951\LCLI3F\L]TC@.PRC"9G0T-]?X.N,9LC\/L#7=ER'82/%,Q$:*SS4@[GD#1AR[5QN+ M PQL%;#<@?CN.)\3;DX8PJIBWK =C"-QC"&0B^X-8?20$3;8T.P6BP^0"X99K>]9!:GU@IW-CB+/)GJ650CG]MVC^/SKQQ IH-L!!=<2&-=>T9[?0Z,SP).[K9JI[_(MT@ESR9VX-KI>2[5L+@/_8NC]C38.V\\NB,?F=*H%PN9BTN=UY50KHNC$64# MJ.Q*KNV *5Z)Z>!"/PO3_!^XP4W1_3<'4%ZDS+&$ ^;F:/$H450AE!4%@V]6 ME[(CH*=\]Y*K7# /,D(@HP-"_A-YD#$"&=-"?E.\+]3K(=Q/<@$@4P."!E$ M.D4@TF-"QAYDAD!FAX1,/.@) CFAA;PW2ZID:WN <56P2V%$(J?MMEYXD)\0 MR$^TD+.ZJKAY 1XVDTLEX6=<.7:6Y[I63GJ0GQ'(S[20Y[652E@+S[B:2]6= MX*?P$9;#1[1P9_F/&FZZPX1ZA5@L4"2L0>$O;,.[KYU\X./[$XX'Q&SRIA8 M*S=0=]AE[<2AEW4)B@?M,*&,B8URH]?15P%=U5@!Z64>Q ^3R)C8(O!TA1'6,.@0!9MM^#KH&Y@ZQL3N M^,*E84^\K 7[6W!;&[\(,##1#$FMD9/OJC6NMC(LFP:H8^):6.,[8T5- ^+H MG'?FK9I>THFNZS$^)B:.,;$YH(/D,.!I1C$PWF#;9NGS19@\(F)Y0.@JZ=H& MV*88*&(<@ J52Q% 8C:)B&T"UF"W&O3[.FO?? ^&3HT(9;(J;1Y&[$F5]^#MG9*@PBS2$1LD5D)M^)'#2>QJ^=?DDR$>2,B]@:]04CD0BS2$1L$1S3'XM$ ME*%$B8J/TEP?LPR,'#/N'3XF))2(6"U(3-JP^)B:6B%@L_75A;S0QL43$8D$+ MQ'!6!/-+3.R76ZV61X_"5&UUV!?%&#-+3&R6/;78EM('Q#03$VOFOP*L+W!H MK!>U8+]+&R%F&YB^F%*;Q7V%D\?$]--3*R;W3]G!X%CJHF)5;.GX.GK,)AK MXD-.?87M$G--?;C)KV :,<9<$Q.[!L=,_51^R.FZ;3^YB8@1)B ^W#G,&UB[KT,=&5%V(#[<.\-DV^#Z*) M&2@A-I _E\P^7 K'91G()\'DDQ#+!QM!P!/W,3'Y) <,_H(ERZ3#'YI,3RZ<-||^,SU.X^)B:?E%@^/8LAOIC5FVW!]#$QIZ7$#D(QPW2$.2@E=A",&:0CS$$!L8/>YU]Z>DV& M:2>C'O.@$S#!VS*8=C+],O ^*Z0]T,TPI&;%V<$Q_H)MAVLGHM;;G.]MMGCXFMHV,6#OO:XN[2XO0PWU,3#P9L7A0S"!59N@;9\3BP3&#GHZ))R,63]\<9E_2 MQ*R3$5MGWR0F6*>9F_$Q,>MDQ-;9C]D$V>_F$TQ!$V(%(=\I2*;8 J;=*}B MMR?;TY-"+*02Q1WRRWFL%]_ML,WC]JH_#]?=I;YLTMUY"<"O07U%@*']!?46 KUE\K!-H+>@WD*@MZ#>0]"WH-Y"H+>@ MWD*@MZ#>0]"WH-Y"H+>@WD*@MZ+>2]"WHMY"H+>BWD]@MTY>EA#HK.BW$NBM MJ+<2Z*VHMQ+HK.BW$NBMJ+<2Z*VHMQ+H,.BW$>AMJ+<1Z&VHMQ'H,.BW$>AM MDY?=!'H;ZFT$>AOJ;01Z&^IM!'H;ZFT$>AOJ;01Z.^KM!'H[ZNT$>COJ[01Z M.^KM!'H[ZNT$>OOD8R6!WHYZ.X'>CGH[@=Z,>CN!WHYZ.X'>@7H'@=Z!>@>!MWH%Z!X'>@7H'@=Z!>@>!WH%Z!X'>,?G9A$#O0+V#0.] O8- [T"|@T#O!O5N M"/1N4,_F)_4NX]'+1LC] 0 /2D !, !;0V]N=&5N=%]4>7!E&UL MS=I-3L,P$ 7@JU39HL;U;P%1-L 66'!DTS;J$ELV0;*[7%20)!!2H2,].H MM3UOXI&^5<_NGCW%R;9K^[@HUBGV4)9BM;,.QM)YZO/*TH7.IOPUK)BWU<;N MB(G9S+#*]8GZ-$U#C>+\|)*6I]%-DZMM_CDVKE\4@=I83"YV&X>L16&]:YO* MIKS.'OOZ4\KT-;')\<]<+WX>)0W%,S+A&'E^X#7/%$)3T^36AG1MN[R+ M;5L6TW-+L=QO?XHL>W7+95%2[Z]'+1\KH]DZKHE2UY:[HD?]DU,^8=I\H/S MQS+[O;V^:\S!,+]/NXMY$,IZ<^%Z*0FOVO^)Z82Q_\?C1,NZ;ZA]GY>I]< MV(SSB&Q\"[''V2\7O^7?0B0/B1('PJD#PW2AP'I8P[2QS%('R<@?? 92B,H MHG(44CF*I1P%58ZB*D=AE:.XRE%@Y2BR"A19!8JL D56@2*K0)%5H,@J4&05 M*+(#%%D%BJP215:)(JM$D56BR"H19)4HLDH4626*K!)%5HDBJT*15:'(JE!D M52BR*A19%8JL"D56A2*K0I%5H&UL4$L! A0#% @ [7YN6?3]8//6 M!0 WAX !@ ("!#@@ 'AL+W=O" & @('&%@ >&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN6=*)MG+3!P TR4 !@ M ("!&AH 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0# M% @ [7YN6<^EU6) #0 $&4 !@ ("!H#8 'AL+W=O M@ & @($C2@ M>&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN68/NT.^E M"P]!X !D ("!P >&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN67=|PFL=! E P !D M ("!-(8 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ [7YN646<*#<+! 8H !D ("!294 M 'AL+W=O&PO=V]R:W-H965T@, -$' 9 M " @82? !X;"]W;W)K&UL4$L! A0#% @ M[7YN6=0\ ,N*" 2D@ !D ("!-;, 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN6=|&PO=V]R:W-H965TT=PIP(/P% 9" @>', !X,"]W;W)K&UL4$L! A0#% @ [7YN643/B2O]'P TV@ !D M ("!O]$ 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ [7YN6?/7Q*@[P 50< !D ("!!?T 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN M69TU"$RE P '@@ !D ("!! @! 'AL+W=OI5H7]$$ #6# &0 M @('@"P$ >&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN6><%]{J.! ;PL M !D ("! Q0! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN66?S9\{!' "0T !D M ("!W1X! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ [7YN646Y^Z;& @ (0@ !D ("!@2L! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN64E(M\9>P!@ SS, !D ("!0#@! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN60Y;FMO:! RQT !D M ("!*$\! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ [7YN6;\87EIC P E0X !D ("! M)5P! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ [7YN6>DGN]5\ P Y H !D ("!GV8! 'AL+W=O&PO=V]R:W-H965TR@(,(' 9" @9%Q 0!X M;"]W;W)K&UL4$L! A0#% @ [7YN68_F6>$0 M! 418 !D ("!DG0! 'AL+W=O $ >&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN64$^@G\1!P $CP !D M ("!>7\! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ [7YN63T@K$TM"@ H' !D ("!%8T! M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M[7YN63:2*&'_ P ^1$!D ("!N, ! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN67Z.V>1] @ MV@8 !D ("!"",,! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ [7YN65B@-KCT! K1L !D M ("!;[T! 'AL+W=O&PO=V]R:W-H M965T?!E&UL4$L%!@ !/ $\ H!4 "G4 0 $! end XML 84 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}}if(e).e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p ;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 85 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.text { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 87 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 294 389 1 false 77 0 false 9 false false R1.htm 0000001 - Document - Cover Sheet http://sprucepower.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Condensed Consolidated Balance Sheets (Unaudited) Sheet http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited Condensed Consolidated Balance Sheets (Unaudited) Statements 2 false false R3.htm 9952152 - Statement - Condensed Consolidated Balance Sheets (Unaudited) (Parentheticals) Sheet http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnauditedParentheticals Condensed Consolidated Balance Sheets (Unaudited) (Parentheticals) Statements 3 false false R4.htm 9952153 - Statement - Unaudited Condensed Consolidated Statements of Operations (Unaudited) Sheet http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited Unaudited Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 9952154 - Statement - Unaudited Condensed Consolidated Statements of Operations (Unaudited) (Parentheticals) Sheet http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnauditedParentheticals Unaudited Condensed Consolidated Statements of Operations (Unaudited) (Parentheticals) Statements 5 false false R6.htm 9952155 - Statement - Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) Sheet http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited Unaudited Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited) Statements 6 false false R7.htm 9952156 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows (Unaudited) Sheet http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited Unaudited Condensed Consolidated Statements of Cash Flows (Unaudited) Statements 7 false false R8.htm 9952157 - Disclosure - Organization and Description of Business Sheet http://sprucepower.com/role/OrganizationandDescriptionofBusiness Organization and Description of Business Notes 8 false false R9.htm 9952158 - Disclosure - Summary of Significant Accounting Policies Sheet http://sprucepower.com/role/SummaryofSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 9 false false R10.htm 9952159 - Disclosure - Business Combinations Sheet http://sprucepower.com/role/BusinessCombinations Business Combinations Notes 10 false false R11.htm 9952160 - Disclosure - Acquisitions Sheet http://sprucepower.com/role/Acquisitions Acquisitions Notes 11 false false R12.htm 9952161 - Disclosure - Property and Equipment, Net Sheet http://sprucepower.com/role/PropertyandEquipmentNet Property and Equipment, Net Notes 12 false false R13.htm 9952162 - Disclosure - Intangible Assets, net Sheet http://sprucepower.com/role/IntangibleAssetsnet Intangible Assets, net Notes 13 false false R14.htm 9952163 - Disclosure - Accrued Expenses and Other Current Liabilities Sheet http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilities Accrued Expenses and Other Current Liabilities Notes 14 false false R15.htm 9952164 - Disclosure - Non-Recourse Debt Sheet http://sprucepower.com/role/NonRecourseDebt Non-Recourse Debt Notes 15 false false R16.htm 9952165 - Disclosure - Interest Rate Swaps Sheet http://sprucepower.com/role/InterestRateSwaps Interest Rate Swaps Notes 16 false false R17.htm 9952166 - Disclosure - Fair Value Measurements Sheet http://sprucepower.com/role/FairValueMeasurements Notes 17 false false R18.htm 9952167 - Disclosure - Intangible Assets, Goodwill and Other Sheet http://sprucepower.com/role/IntangibleAssetsGoodwillandOther Intangible Assets, Goodwill and Other Notes 18 false false R19.htm 9952168 - Disclosure - Share-*

Based Compensation Expense Sheet http://sprucepower.com/role/ShareBasedCompensationExpense Share-Based Compensation Expense Notes 19 false false R20.htm 9952169 - Disclosure - Noncontrolling Interests Sheet http://sprucepower.com/role/NoncontrollingInterests Noncontrolling Interests Notes 20 false false R21.htm 9952170 - Disclosure - Commitments and Contingencies Sheet http://sprucepower.com/role/CommitmentsandContingencies Commitments and Contingencies Notes 21 false false R22.htm 9952171 - Disclosure - Net Loss Per Share Sheet http://sprucepower.com/role/NetLossPerShare Net Loss Per Share Notes 22 false false R23.htm 9952172 - Disclosure - Discontinued Operations Sheet http://sprucepower.com/role/DiscontinuedOperations Discontinued Operations Notes 23 false false R24.htm 9952173 - Disclosure - Subsequent Events Sheet http://sprucepower.com/role/SubsequentEvents Subsequent Events Notes 24 false false R25.htm 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) Sheet http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://sprucepower.com/role/SummaryofSignificantAccountingPolicies 25 false false R26.htm 9954472 - 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Disclosure - Discontinued Operations - Schedule of assets and liabilities of discontinued operations (Details)", "shortName": "Discontinued Operations - Schedule of assets and liabilities of discontinued operations (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "71", "firstAnchor": { "contextRef": "c-293", "name": "us-gaap:AssetsOfDisposalGroupIncludingDiscontinuedOperation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "spru-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "c-293", "name": "us-gaap:AssetsOfDisposalGroupIncludingDiscontinuedOperation", "unitRef": "usd", "xsiNil": "false", "lang": "en-US", "decimals": "-3", "ancestors": ["span", "td", "tr", "table", "div", "ix:continuation", "ix:continuation", "body", "html"], "reportCount": 1, "baseRef": "spru-20240930.htm", "first": true, "unique": true } } }, "tag": { "spru_ARSVBCreditAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "ARSVBCreditAgreementMember", "presentation": ["http://sprucepower.com/role/NonRecourseDebtScheduleoflongtermdebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "A&R SVB Credit Agreement", "label": "A&R SVB Credit Agreement [Member]", "documentation": "A&R SVB Credit Agreement" } } }, "auth_ref": [] }, "spru_ARSecondKeyBankCreditAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "ARSecondKeyBankCreditAgreementMember", "presentation": ["http://sprucepower.com/role/NonRecourseDebtScheduleoflongtermdebtDetails"], "lang": { "en-us": { "role": { "terseLabel": "A&R Second KeyBank Credit Agreement", "label": "A&R Second KeyBank Credit Agreement [Member]", "documentation": "A&R Second KeyBank Credit Agreement" } } }, "auth_ref": [] }, "us-gaap_AccountingPoliciesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingPoliciesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Accounting Policies [Abstract]", "label": "Accounting Policies [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AccountingStandardsUpdateExtensibleList": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountingStandardsUpdateExtensibleList", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accounting Standards Update [Extensible Enumeration]", "label": "Accounting Standards Update [Extensible Enumeration]", "documentation": "Indicates amendment to accounting standards." } } }, "auth_ref": ["r207", "r208", "r209", "r210", "r211", "r212", "r253", "r254", "r255", "r299", "r300", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r312", "r340", "r341", "r349", "r473", "r474", "r475", "r476", "r479", "r480", "r481", "r482", "r483", "r484", "r485", "r486", "r487", "r491", "r492", "r493", "r495", "r496", "r497", "r498", "r499", "r508", "r509", "r510", "r520", "r521", "r522", "r523", "r524", "r525", "r526", "r527", "r528", "r529", "r530", "r553", "r554", "r566", "r575", "r576", "r577", "r578", "r579", "r580", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r917"] }, "us-

gaap_AccountsPayableAccruedLiabilitiesAndOtherLiabilitiesDisclosureCurrentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAccruedLiabilitiesAndOtherLiabilitiesDisclosureCurrentTextBlock", "presentation": ["http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilities"], "lang": { "en-us": { "role": { "terseLabel": "Accrued Expenses and Other Current Liabilities", "label": "Accounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block]", "documentation": "The entire disclosure for accounts payable, accrued expenses, and other liabilities that are classified as current at the end of the reporting period." } } }, "auth_ref": ["r463"] }, "us-gaap_AccountsPayableAndAccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableAndAccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 8.0 } }, "presentation": ["http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses, other", "label": "Accounts Payable and Accrued Liabilities, Current", "documentation": "Sum of the carrying values as of the balance sheet date of obligations incurred through that date and due within one year (or the operating cycle, if longer), including liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received, taxes, interest, rent and utilities, accrued salaries and bonuses, payroll taxes and fringe benefits." } } }, "auth_ref": ["r110", "r111"] }, "us-gaap_AccountsPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableCurrent", "crdr": "credit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accounts payable", "label": "Accounts Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r109", "r857"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance of $0.9 million and $1.7 million as of September\u00a030, 2024 and December\u00a031, 2023, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r929"] }, "spru_AccountsReceivableProvisionRecognizedUponValuationOfAssetsAcquired": { "xbrltype": "monetaryItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AccountsReceivableProvisionRecognizedUponValuationOfAssetsAcquired", "crdr": "debit", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesChangesinallowanceforcreditlossesforaccountingstandardsupdateDetails"], "lang": { "en-us": { "role": { "terseLabel": "Provision recognized upon valuation of assets acquired", "label": "Accounts Receivable, Provision Recognized Upon Valuation Of Assets Acquired", "documentation": "Accounts Receivable, Provision Recognized Upon Valuation Of Assets Acquired" } } }, "auth_ref": [] }, "us-gaap_AccretionExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionExpense", "crdr": "debit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "weight": 1.0, "order": 16.0 } }, "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accretion expense", "label": "Accretion Expense", "documentation": "Amount recognized for the passage of time, typically for liabilities, that have been discounted to their net present values. 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r111"] }, "us-gaap_AccruedIncomeTaxes": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxes", "crdr": "credit", "calculation": { "http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued taxes, stock-based compensation", "label": "Accrued Income Taxes", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all domestic and foreign income tax obligations due. This amount is the total of current and noncurrent accrued income taxes." } } }, "auth_ref": ["r111", "r115", "r178", "r633"] }, "us-gaap_AccruedLiabilitiesAndOtherLiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesAndOtherLiabilitiesAbstract", "lang": { "en-us": { "role": { "terseLabel": "Accrued Liabilities and Other Liabilities [Abstract]", "label": "Accrued Liabilities and Other Liabilities [Abstract]" } } }, "auth_ref": [] }, "spru_AccruedOperatingAndMaintenanceExpensesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AccruedOperatingAndMaintenanceExpensesCurrent", "crdr": "credit", "calculation": { "http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued operating and maintenance expenses", "label": "Accrued Operating And Maintenance Expenses, Current", "documentation": "Accrued Operating And Maintenance Expenses, Current" } } }, "auth_ref": [] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "calculation": { "http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails": { "parentTag": "us-gaap_OtherLiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued professional fees", "label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r111"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Less: Accumulated depreciation", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r44", "r219", "r638"] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcquiredFiniteLivedIntangibleAssetsLineItems", "presentation": ["http://sprucepower.com/role/BusinessCombinationsGrossintangiblesacquiredandestimatedusefullivesDetails", "http://sprucepower.com/role/IntangibleAssetsNetNarrativeDetails", "http://sprucepower.com/role/IntangibleAssetsNetScheduleofintangibleassetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Acquired Finite-Lived Intangible Assets [Line Items]", "label": "Acquired Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r328", "r329", "r330", "r332", "r803"] }, "us-gaap_AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AcquiredFiniteLivedIntangibleAssetsWeightedAverageUsefulLife", "presentation": ["http://sprucepower.com/role/AcquisitionsDetails", "http://sprucepower.com/role/BusinessCombinationsGrossintangiblesacquiredandestimatedusefullivesDetails", "http://sprucepower.com/role/BusinessCombinationsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Estimated Life (in years)", "label": "Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life", "documentation": "Weighted average amortization period of finite-lived intangible assets acquired either individually or as part of a group of assets, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r330", "r803"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r122", "r857", "r1069"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-In Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r685", "r914", "r915", "r916", "r919", "r993", "r1070"] }, "spru_AdjustmentsToAdditionalPaidInCapitalBuyoutOfRedeemableNonControllingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AdjustmentsToAdditionalPaidInCapitalBuyoutOfRedeemableNonControllingInterest", "crdr": "credit", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Buyout of redeemable noncontrolling interests", "label": "Adjustments To Additional Paid In Capital, Buyout Of Redeemable NonControlling Interest", "documentation": "Adjustments To Additional Paid In Capital, Buyout Of Redeemable NonControlling Interest" } } }, "auth_ref": [] }, "spru_AdjustmentsToAdditionalPaidInCapitalFairValueAdjustmentForAcquisition": { "xbrltype": "monetaryItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AdjustmentsToAdditionalPaidInCapitalFairValueAdjustmentForAcquisition", "crdr": "credit", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Purchase accounting measurement period adjustments", "label": "Adjustments To Additional Paid In Capital, Fair Value Adjustment For Acquisition", "documentation": "Adjustments To Additional Paid In Capital, Fair Value Adjustment For Acquisition" } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalOther": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalOther", "crdr": "credit", "presentation": ["http://sprucepower.com/role/BusinessCombinationsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to additional paid in capital", "label": "Adjustments to Additional Paid in Capital, Other", "documentation": "Amount of other increase (decrease) in additional paid in capital (APIC)." } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation expense, net", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r53", "r54", "r427"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Adjustments to reconcile net loss to net cash used in operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": ["http://sprucepower.com/role/ShareBasedCompensationExpenseNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based compensation expense (benefit)", "label": "Share-Based Payment Arrangement, Expense", "documentation": "Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": ["r456", "r461"] }, "spru_AllocationOfTaxableIncomeAfterFlipDatePercentage": { "xbrltype": "percentItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AllocationOfTaxableIncomeAfterFlipDatePercentage", "presentation": ["http://sprucepower.com/role/NoncontrollingInterestsDetails"], "lang": { "en-us": { "role": {

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Excludes amortization of financing costs. Alternate captions include noncash interest expense." } } }, "auth_ref": [ "r9", "r135", "r391", "r1012" ] }, "spru_AmortizationOfDeferredRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AmortizationOfDeferredRevenue", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "weight": -1.0, "order": 3.0 } }, "presentation": [ "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Amortization of deferred revenue", "label": "Amortization Of Deferred Revenue", "documentation": "Amortization Of Deferred Revenue" } } }, "auth_ref": [] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": [ "http://sprucepower.com/role/IntangibleAssetsNetNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Amortization expense", "label": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r9", "r327", "r334", "r820" ] }, "spru_AmortizationOfIntangibleAssetsMember": { "xbrltype": "domainItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "AmortizationOfIntangibleAssetsMember", "presentation": [ "http://sprucepower.com/role/BusinessCombinationsNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Other revenues", "label": "Amortization of Intangible Assets [Member]", "documentation": "Amortization of Intangible Assets" } } }, "auth_ref": [] }, "us-gaap_AmountOfDilutiveSecuritiesStockOptionsAndRestrictiveStockUnits": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmountOfDilutiveSecuritiesStockOptionsAndRestrictiveStockUnits", "crdr": "credit", "calculation": { "http://sprucepower.com/role/NetLossPerShareDetails": { "parentTag": "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://sprucepower.com/role/NetLossPerShareDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Dilutive effect of options, and restricted stock units (in shares)", "label": "Dilutive Securities, Effect on Basic Earnings Per Share, Options and Restrictive Stock Units", "documentation": "Amount of increase (decrease) to net income used for calculating diluted earnings per share (EPS), resulting from the assumed exercise of stock options or restrictive stock units (RSUs)." } } }, "auth_ref": [ "r921" ] }, "us-gaap_AssetAcquisitionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionAxis", "presentation": [ "http://sprucepower.com/role/AcquisitionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Asset Acquisition [Axis]", "label": "Asset Acquisition [Axis]", "documentation": "Information by asset acquisition." } } }, "auth_ref": [ "r328", "r329", "r330", "r331", "r332", "r988" ] }, "us-gaap_AssetAcquisitionConsiderationTransferred": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionConsiderationTransferred", "crdr": "credit", "presentation": [ "http://sprucepower.com/role/AcquisitionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Payment to acquire use rights", "label": "Asset Acquisition, Consideration Transferred", "documentation": "Amount of consideration transferred in asset acquisition. Includes, but is not limited to, cash, liability incurred by acquirer, and equity interest issued by acquirer." } } }, "auth_ref": [ "r844", "r989", "r990", "r991" ] }, "us-gaap_AssetAcquisitionConsiderationTransferredTransactionCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionConsiderationTransferredTransactionCost", "crdr": "credit", "presentation": [ "http://sprucepower.com/role/AcquisitionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Transaction cost", "label": "Asset Acquisition, Consideration Transferred, Transaction Cost", "documentation": "Amount of transaction cost incurred as part of consideration transferred in asset acquisition." } } }, "auth_ref": [ "r844", "r989", "r990", "r991" ] }, "us-gaap_AssetAcquisitionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionDomain", "presentation": [ "http://sprucepower.com/role/AcquisitionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Asset Acquisition [Domain]", "label": "Asset Acquisition [Domain]", "documentation": "Asset acquisition." } } }, "auth_ref": [ "r328", "r329", "r330", "r331", "r332", "r988" ] }, "us-gaap_AssetAcquisitionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionLineItems", "presentation": [ "http://sprucepower.com/role/AcquisitionsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Asset Acquisition [Line Items]", "label": "Asset Acquisition [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. 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Restrictions may include legally restricted deposits held as compensating balances against short-term borrowing arrangements, contracts entered into with others, or company statements of intention with regard to particular deposits; however, time deposits and short-term certificates of deposit are not generally included in legally restricted deposits." } } }, "auth_ref": ["r28", "r175"] }, "us-gaap_CashAndCashEquivalentsUnrestrictedCashAndCashEquivalentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsUnrestrictedCashAndCashEquivalentsPolicy", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, Unrestricted Cash and Cash Equivalents, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for cash and cash equivalents with respect to unrestricted balances." } } }, "auth_ref": ["r28"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "crdr": "debit", "calculation": { "http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesScheduleofreconciliationofcashcashequivalentsandrestrictedcashDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesScheduleofreconciliationofcashcashequivalentsandrestrictedcashDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r27", "r141", "r244"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash and cash equivalents and restricted cash, beginning of period", "periodEndLabel": "Cash and cash equivalents and restricted cash, end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. 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insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r27", "r141", "r244"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net change in cash and cash equivalents and restricted cash:", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage, including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r120"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited", "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnauditedParentheticals"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, outstanding (in shares)", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r12", "r120", "r717", "r735", "r1070", "r1071"] }, "us-gaap_CommonStockValueOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValueOutstanding", "crdr": "credit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, $0.0001 par value; 350,000,000 shares authorized at September\u00a030, 2024 and December\u00a031, 2023; 19,398,378 and 18,597,728 shares issued and outstanding at September\u00a030, 2024, respectively, and 19,093,186 and $18,292,536 shares issued and outstanding at December\u00a031, 2023, respectively", "label": "Common Stock, Value, Outstanding", "documentation": "Value of common shares held by shareholders. 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issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-
term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other
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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://sprucepower.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity current reporting status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [ "r887" ] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": [ "http://sprucepower.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity incorporation, state or country code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": [ "http://sprucepower.com/role/Cover" ], "lang": { "en-us": { "role": { "terseLabel": "Entity interactive data current", "label": "Entity Interactive Data Current", 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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": ["r541", "r543", "r544", "r545", "r548", "r549", "r550", "r551", "r552", "r626", "r847", "r852"] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsScheduleofassetsandliabilitieswhicharemeasuredatfairvalueonarecurringbasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Level I", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r383", "r418", "r423", "r533", "r546", "r584", "r835", "r836", "r837", "r847"] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsScheduleofassetsandliabilitieswhicharemeasuredatfairvalueonarecurringbasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Level II", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r383", "r418", "r423", "r533", "r534", "r546", "r585", "r823", "r824", "r835", "r836", "r837", "r847"] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsScheduleofassetsandliabilitieswhicharemeasuredatfairvalueonarecurringbasisDetails", "http://sprucepower.com/role/FairValueMeasurementsScheduleofrollforwardofthecompanysLevel3instrumentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Level III", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r383", "r418", "r419", "r420", "r421", "r422", "r423", "r533", "r534", "r535", "r536", "r546", "r586", "r823", "r824", "r835", "r836", "r837", "r847", "r851"] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsScheduleofrollforwardofthecompanysLevel3instrumentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]", "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsScheduleofrollforwardofthecompanysLevel3instrumentsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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This element refers to the gain (loss) included in earnings." } } }, "auth_ref": ["r9", "r184", "r745", "r746", "r747", "r748"] }, "us-gaap_GainLossOnSaleOfOtherAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfOtherAssets", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "weight": -1.0, "order": 17.0 } }, "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Gain on disposal of assets", "label": "Gain (Loss) on Disposition of Other Assets", "documentation": "Amount of gain (loss) on sale or disposal of other assets." } } }, "auth_ref": ["r907"] }, "us-gaap_GainLossOnSaleOfPropertyPlantEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossOnSaleOfPropertyPlantEquipment", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Gain on asset disposal", "label": "Gain (Loss) on Disposition of Property Plant Equipment", "documentation": "Amount of gain (loss) on sale or disposal of property, plant and equipment assets, including oil and gas property and timber property." } } }, "auth_ref": ["r9"] }, "us-gaap_GainLossRelatedToLitigationSettlement": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainLossRelatedToLitigationSettlement", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/CommitmentandContingenciesLegalproceedingsDetails", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Litigation settlements, net", "terseLabel": "Litigation settlements, net", "label": "Gain (Loss) from Litigation Settlement", "documentation": "Amount of gain (loss) recognized in settlement of litigation and insurance claims. Excludes claims within an insurance entity's normal claims settlement process." } } }, "auth_ref": ["r816", "r968"] }, "us-gaap_GainOnDerivativeInstrumentsPretax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainOnDerivativeInstrumentsPretax", "crdr": "credit", "presentation": ["http://sprucepower.com/role/InterestRateSwapsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Change in fair value of interest rate swaps", "label": "Gain on Derivative Instruments, Pretax", "documentation": "Aggregate gain on all derivative instruments recognized in earnings during the period, before tax effects." } } }, "auth_ref": ["r75"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 1.0 }, "http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails": { "parentTag": "us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredGoodwillAndLiabilitiesAssumedNet", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails", "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited", "http://sprucepower.com/role/GoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "periodStartLabel": "Goodwill, beginning balance", "periodEndLabel": "Goodwill, ending balance", "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r220", "r321", "r627", "r817", "r819", "r849", "r857", "r938", "r945"] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Goodwill and Intangible Assets Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureTextBlock", "presentation": ["http://sprucepower.com/role/IntangibleAssetsGoodwillandOther"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill and Intangible Assets Disclosure [Text Block]", "documentation": "The entire disclosure for goodwill and intangible assets." } } }, "auth_ref": ["r936", "r948"] }, "us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsGoodwillPolicy", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of goodwill", "label": "Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for goodwill. This accounting policy also may address how an entity assesses and measures impairment of goodwill, how reporting units are determined, how goodwill is allocated to such units, and how the fair values of the reporting units are determined." } } }, "auth_ref": ["r320", "r324", "r819"] }, "us-gaap_GoodwillImpairmentLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillImpairmentLoss", "crdr": "debit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "weight": 1.0, "order": 2.0 }, "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://sprucepower.com/role/GoodwillDetails", "http://sprucepower.com/role/ShareBasedCompensationExpenseNarrativeDetails", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of goodwill", "label": "Goodwill, Impairment Loss", "documentation": "Amount of impairment loss from asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r9", "r322", "r323", "r324", "r819", "r849"] }, "us-gaap_GoodwillPurchaseAccountingAdjustments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillPurchaseAccountingAdjustments", "crdr": "debit", "calculation": { "http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails": { "parentTag": "us-gaap_BusinessCombinationProvisionalInformationInitialAccountingIncompleteAdjustmentConsiderationTransferred", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill", "label": "Goodwill, Measurement Period Adjustment", "documentation": "Amount of increase (decrease) from measurement period adjustment of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r2", "r944"] }, "us-gaap_GoodwillRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillRollForward", "presentation": ["http://sprucepower.com/role/GoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Goodwill [Roll Forward]", "label": "Goodwill [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "spru_GovernmentIncentivesMember": { "xbrltype": "domainItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "GovernmentIncentivesMember", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesScheduleofdisaggregationofrevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Government incentives", "label": "Government Incentives [Member]", "documentation": "Government Incentives" } } }, "auth_ref": [] }, "us-gaap_ImpairmentOfLongLivedAssetsHeldForUse": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOfLongLivedAssetsHeldForUse", "crdr": "debit", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of long-lived assets", "label": "Impairment, Long-Lived Asset, Held-for-Use", "documentation": "The aggregate amount of write-downs for impairments recognized during the period for long lived assets held for use (including those held for disposal by means other than sale)." } } }, "auth_ref": ["r9", "r42", "r149", "r848"] }, "us-gaap_ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Impairment of long-lived assets", "label": "Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for recognizing and measuring the impairment of long-lived assets. An entity also may disclose its accounting policy for long-lived assets to be sold. This policy excludes goodwill and intangible assets." } } }, "auth_ref": ["r0", "r152"] }, "us-gaap_IncomeLossFromContinuingOperationsIncludingPortionAttributableToNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsIncludingPortionAttributableToNoncontrollingInterest", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_ProfitLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Net loss from continuing operations", "label": "Income (Loss) from Continuing Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest", "documentation": "Amount after tax of income (loss) from continuing operations including portion attributable to the noncontrolling interest." } } }, "auth_ref": ["r168", "r189", "r247", "r253", "r262", "r303", "r360", "r361", "r362", "r363", "r364", "r365", "r366", "r367", "r368", "r486", "r499", "r530", "r556", "r640", "r815", "r922", "r923", "r924", "r925", "r926", "r975"] }, "us-gaap_IncomeLossFromContinuingOperationsPerBasicShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsPerBasicShare", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Net income (loss) from continuing operations per share, basic (in dollars per share)", "label": "Income (Loss) from Continuing Operations, Per Basic Share", "documentation": "The amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r128", "r185", "r240", "r253", "r257", "r258", "r260", "r261", "r262", "r272", "r275", "r276", "r486", "r499", "r530", "r628", "r1034"] }, "us-gaap_IncomeLossFromContinuingOperationsPerDilutedShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromContinuingOperationsPerDilutedShare", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Net income (loss) from continuing operations per share, diluted (in dollars per share)", "label": "Income (Loss) from Continuing Operations, Per Diluted Share", "documentation": "The amount of net income (loss) derived from continuing operations during the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r128", "r240", "r253", "r257", "r258", "r260", "r261", "r262", "r272", "r275", "r276", "r277", "r499", "r530", "r628", "r1034"] }, "us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeLossFromDiscontinuedOperationsNetOfTax", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_ProfitLoss", "weight": 1.0, "order": 2.0 }, "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperations", "weight": -1.0, "order": 14.0 } }, "presentation": ["http://sprucepower.com/role/DiscontinuedOperationsSummaryofnetlossfromdiscontinuedoperationsDetails", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Net income (loss) from discontinued operations (including loss on disposal of $0 and $3,083 for the three and nine months ended September\u00a030, 2023, respectively)", "negatedLabel": "Adjust for net (income) loss from discontinued operations", "verboseLabel": "Net income (loss) from discontinued operations:", "label": "Income (Loss) from Discontinued Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest", "documentation": "Amount after tax of income (loss) from a discontinued operation including the portion attributable to the noncontrolling interest. 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The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": { "r995", "r997", "r998", "r999" } }, "us-
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Includes cash payments and proceeds associated with (a) loans held-for-investment, (b) leases held-for-investment, and (c) both." } } }, "auth_ref": [ "r629" ] }, "us-gaap_PaymentsForRepurchaseOfCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfCommonStock", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperations", "weight": -1.0, "order": 6.0 } }, "presentation": [ "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Share repurchases", "label": "Payments for Repurchase of Common Stock", "documentation": "The cash outflow to reacquire common stock during the period." } } }, "auth_ref": [ "r139" ] }, "us-gaap_PaymentsForRepurchaseOfRedeemableNoncontrollingInterest": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsForRepurchaseOfRedeemableNoncontrollingInterest", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperations", "weight": -1.0, "order": 8.0 } }, "presentation": [ "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Buyout of redeemable non-controlling interest", "label": "Payments for Repurchase of Redeemable Noncontrolling Interest", "documentation": "The cash outflow during the period for redemption of redeemable noncontrolling interests." } } }, "auth_ref": [ "r904" ] }, "us-gaap_PaymentsOfFinancingCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsOfFinancingCosts", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperations", "weight": -1.0, "order": 2.0 } }, "presentation": [ "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited" ], "lang": { "en-us": { "role": { "negatedTerseLabel": "Payment of deferred financing costs", "label": "Payments of Financing Costs", "documentation": "The cash outflow for loan and debt issuance costs." } } }, "auth_ref": [ "r26" ] }, "us-gaap_PaymentsToAcquireBusinessesGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PaymentsToAcquireBusinessesGross", "crdr": "credit", "presentation": [ "http://sprucepower.com/role/BusinessCombinationsNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Payment to acquire business, gross", "label": "Payments to Acquire Businesses, Gross", "documentation": "The cash outflow associated with the acquisition of business during the period. 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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": [ "r146", "r199", "r202", "r203" ] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Solar energy systems", "label": "Property, Plant and Equipment, Gross", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r148", "r218", "r639" ] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": [ "http://sprucepower.com/role/PropertyandEquipmentNetNarrativeDetails", "http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Line Items]", "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": [ "r10" ] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": [ "http://sprucepower.com/role/PropertyandEquipmentNetNarrativeDetails", "http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Long-Lived Tangible Asset [Domain]", "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. 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Noncontrolling Interest, Contingent Obligation Threshold Period", "documentation": "Redeemable Noncontrolling Interest, Contingent Obligation Threshold Period" } } }, "auth_ref": [] }, "us-gaap_RedeemableNoncontrollingInterestEquityCarryingAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RedeemableNoncontrollingInterestEquityCarryingAmount", "crdr": "credit", "presentation": ["http://sprucepower.com/role/NoncontrollingInterestsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Redeemable noncontrolling interest, equity, carrying amount", "label": "Redeemable Noncontrolling Interest, Equity, Carrying Amount", "documentation": "As of the reporting date, the aggregate carrying amount of all noncontrolling interests which are redeemable by the (parent) entity (1) at a fixed or determinable price on a fixed or determinable date, (2) at the option of the holder of the noncontrolling interest, or (3) upon occurrence of an event that is not solely within the control of the (parent) entity. This item includes noncontrolling interest holder's ownership (or holders' ownership) regardless of the type of equity interest (common, preferred, other) including all potential organizational (legal) forms of the investee entity." } } }, "auth_ref": ["r46", "r47", "r155", "r156"] }, "spru_RedeemableNoncontrollingInterestEquityFairValueAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "RedeemableNoncontrollingInterestEquityFairValueAdjustment", "crdr": "credit", "presentation": ["http://sprucepower.com/role/BusinessCombinationsNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Redeemable noncontrolling interest, fair value adjustment", "label": "Redeemable Noncontrolling Interest, Equity, Fair Value Adjustment", "documentation": "Redeemable Noncontrolling Interest, Equity, Fair Value Adjustment, Increase (Decrease) in FV" } } }, "auth_ref": [] }, "spru_RelatedPartyPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "RelatedPartyPolicyPolicyTextBlock", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Related parties", "label": "Related Party, Policy [Policy Text Block]", "documentation": "Related Party, Policy" } } }, "auth_ref": [] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperations", "weight": -1.0, "order": 9.0 } }, "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofCashFlowsUnaudited"], "lang": { "en-us": { "role": { "negatedLabel": "Repayments of long-term non-recourse debt", "label": "Repayments of Long-Term Debt", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r140", "r681"] }, "srt_RestatementAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RestatementAxis", "presentation": ["http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revision of Prior Period [Axis]", "label": "Revision of Prior Period [Axis]" } } }, "auth_ref": ["r210", "r249", "r250", "r251", "r253", "r254", "r257", "r258", "r259", "r260", "r263", "r264", "r265", "r266", "r267", "r268", "r281", "r308", "r309", "r483", "r484", "r486", "r487", "r498", "r499", "r524", "r528", "r529", "r530", "r565", "r567", "r579", "r580", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r675", "r927"] }, "srt_RestatementDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RestatementDomain", "presentation": ["http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revision of Prior Period [Domain]", "label": "Revision of Prior Period [Domain]" } } }, "auth_ref": ["r210", "r249", "r250", "r251", "r253", "r254", "r257", "r258", "r259", "r260", "r263", "r264", "r265", "r266", "r267", "r268", "r281", "r308", "r309", "r483", "r484", "r486", "r487", "r498", "r499", "r524", "r528", "r529", "r530", "r565", "r567", "r579", "r580", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r671", "r675", "r927"] }, "us-gaap_RestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCash", "crdr": "debit", "calculation": { "http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesScheduleofreconciliationofcashcashequivalentsandrestrictedcashDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesNarrativeDetails", "http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesScheduleofreconciliationofcashcashequivalentsandrestrictedcashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash", "documentation": "Amount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r898", "r909", "r1026", "r1031"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsScheduleofassetsandliabilitieswhicharemeasuredatfairvalueonarecurringbasisDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Domain]", "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r217"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r898", "r909"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://sprucepower.com/role/ShareBasedCompensationExpenseNarrativeDetails", "http://sprucepower.com/role/ShareBasedCompensationExpenseScheduleofrestrictedstockawardsandrestrictedstockunitsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Units", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "verboseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r123", "r159", "r635", "r666", "r671", "r682", "r718", "r857"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofChangesinStockholdersEquityUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r209", "r249", "r250", "r251", "r254", "r262", "r265", "r267", "r307", "r313", "r341", "r472", "r473", "r482", "r483", "r484", "r487", "r498", "r499", "r511", "r514", "r515", "r518", "r528", "r566", "r568", "r662", "r664", "r685", "r1070"] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesScheduleofdisaggregationofrevenueDetails", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Revenues", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r187", "r188", "r282", "r287", "r288", "r292", "r294", "r295", "r296", "r298", "r413", "r414", "r590"] }, "spru_RevenueFromContractWithCustomerExcludingAssessedTaxMember": { "xbrltype": "domainItemType", "nsuri": "http://sprucepower.com/20240930", "localname": "RevenueFromContractWithCustomerExcludingAssessedTaxMember", "presentation": ["http://sprucepower.com/role/IntangibleAssetsNetNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue From Contract With Customer, Excluding Assessed Tax", "label": "Revenue From Contract With Customer, Excluding Assessed Tax [Member]", "documentation": "Revenue From Contract With Customer, Excluding Assessed Tax" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerPolicyTextBlock": 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Presentation is categorized by current, noncurrent and unclassified receivables." } } }, "auth_ref": ["r121", "r127"] }, "us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": ["http://sprucepower.com/role/AccruedExpensesandOtherCurrentLiabilitiesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of accrued liabilities", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAcquiredFiniteLivedIntangibleAssetByMajorClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAcquiredFiniteLivedIntangibleAssetByMajorClassTable", "presentation": ["http://sprucepower.com/role/IntangibleAssetsNetNarrativeDetails", "http://sprucepower.com/role/IntangibleAssetsNetScheduleofintangibleassetsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Acquired Finite-Lived Intangible Asset by Major Class [Table]", "label": "Schedule of Acquired Finite-Lived Intangible Asset by Major

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A major class is composed of intangible assets that can be grouped together because they are similar, either by nature or by their use in the operations of the company." } } }, "auth_ref": ["r950", "r955"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": ["http://sprucepower.com/role/BusinessCombinationsScheduleofassetsacquiredandliabilitiesassumedDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. 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These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the entity, if longer." } } }, "auth_ref": ["r20", "r48", "r49", "r83", "r157", "r158", "r823", "r825", "r913", "r1011"] }, "us-gaap_ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock", "presentation": ["http://sprucepower.com/role/DiscontinuedOperationsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of financial information regarding discontinued operations", "label": "Disposal Groups, Including Discontinued Operations [Table Text Block]", "documentation": "Tabular disclosure of information related to a disposal group. Includes, but is not limited to, a discontinued operation, disposal classified as held-for-sale or disposed of by means other than sale or disposal of an individually significant component." } } }, "auth_ref": ["r11", "r17", "r22", "r87", "r96", "r97", "r98", "r99", "r100", "r105", "r107", "r108", "r151"] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://sprucepower.com/role/NetLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of numerator and denominator used to calculate basic earnings per share and diluted earnings per share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r921"] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": ["http://sprucepower.com/role/FairValueMeasurementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of assets and liabilities which are measured at fair value on a recurring basis", "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r995", "r996"] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": ["http://sprucepower.com/role/GoodwillTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": ["r819", "r937", "r938", "r939", "r940", "r941", "r942", "r943", "r944", "r945", "r946", "r947"] }, "us-gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock", "presentation": ["http://sprucepower.com/role/ShareBasedCompensationExpenseTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of fair value of restricted stock awards", "label": "Schedule of Nonvested Restricted Stock Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested restricted stock units." } } }, "auth_ref": ["r162"] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://sprucepower.com/role/PropertyandEquipmentNetNarrativeDetails", "http://sprucepower.com/role/PropertyandEquipmentNetScheduleofpropertyandequipmentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r10", "r574"] }, "us-gaap_ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRecognizedIdentifiedAssetsAcquiredAndLiabilitiesAssumedTableTextBlock", "presentation": ["http://sprucepower.com/role/BusinessCombinationsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of fair values of the assets acquired and liabilities assumed by major class", "label": "Schedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block]", "documentation": "Tabular disclosure of the amounts recognized as of the acquisition date for each major class of assets acquired and liabilities assumed. May include but not limited to the following: (a) acquired receivables; (b) contingencies recognized at the acquisition date; and (c) the fair value of noncontrolling interests in the acquiree." } } }, "auth_ref": ["r166"] }, "us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestrictedCashAndCashEquivalentsTextBlock", "presentation": ["http://sprucepower.com/role/SummaryofSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "terseLabel": "Restrictions on cash and cash equivalents", "label": "Restrictions on Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage." } } }, "auth_ref": ["r19", "r175", "r1031"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://sprucepower.com/role/ShareBasedCompensationExpenseNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-Based Compensation Expense (Details) [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r426", "r428", "r430", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r440", "r441", "r442", "r443", "r444", "r445", "r446", "r447", "r448", "r449", "r450", "r451", "r452", "r453", "r454", "r455"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://sprucepower.com/role/ShareBasedCompensationExpenseTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of stock option award activity", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. 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Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r134"] }, "us-gaap_SellingGeneralAndAdministrativeExpensesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to
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Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. 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VIEs of which the entity is not the primary beneficiary because it does not have the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and for which it does not have the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE are not included in the consolidated financial statements of the entity." } } }, "auth_ref": [] }, "us-gaap_WarrantsAndRightsOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WarrantsAndRightsOutstanding", "crdr": "credit", "calculation": { "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://sprucepower.com/role/CondensedConsolidatedBalanceSheetsUnaudited", "http://sprucepower.com/role/FairValueMeasurementsScheduleofassetsandliabilitieswhicharemeasuredatfairvalueonarecurringbasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Warrant liabilities", "label": "Warrants and Rights Outstanding", "documentation": "Value of outstanding derivative securities that permit the holder the right to purchase securities (usually equity) from the issuer at a specified price." } } }, "auth_ref": [ "r997", "r998", "r999" ] }, "us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustmentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberDilutedSharesOutstandingAdjustmentAbstract", "presentation": [ "http://sprucepower.com/role/NetLossPerShareDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Denominator:", "label": "Weighted Average Number of Shares Outstanding, Diluted, Adjustment [Abstract]" } } }, "auth_ref": [] }, "us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfDilutedSharesOutstanding", "calculation": { "http://sprucepower.com/role/NetLossPerShareDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://sprucepower.com/role/NetLossPerShareDetails", "http://sprucepower.com/role/UnauditedCondensedConsolidatedStatementsofOperationsUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Weighted-average shares outstanding, diluted (in shares)", "totalLabel": "Weighted average shares outstanding, diluted (in shares)", "label": "Weighted Average Number of Shares Outstanding, Diluted", "documentation": "The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period." } } }, "auth_ref": [ "r271", "r277" ] }, "us-gaap_WeightedAverageNumberOfSharesOutstandingBasic": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WeightedAverageNumberOfSharesOutstandingBasic", "calculation": {
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D*R%D M0*9LBNJ"P#51;@0#;2%CKR#)+:":%C!SC&&"#:?+;G@I$-S_>2 H6:)R!)GP ML@A]S:=5C6:SU*[R! (3BR0+7<5H*R-1PEB)8 ^B42:>L0-P)L@3E-%U@LH*# M?30U8"\4":Y1CS)%!P!1 RU^-NQUB;D=L235$SM#J9&WRCK#,1&GAT%O:%E; M IN=*:,B[4O!6WOC\#9X$)S7ML)250L0.>@D4;C=L;&$NV#<2(\.1%L-4TE1 M9!*0'*;*CF@$=X& 31JDQ_.I479CW#Y?/9E+-4HU<:| MM.L/H9PWE.!%-5/(HF!@6X*9QLIZOD.GF7LO5"$OF'*9;8U,N<=9E4474*E5 M3$R-"JP)5;Q.E?#G!;8<6B44-XKT5R"?>_[/?34@*?_ZE6E)LO;LJ*V$0@YL M3(,*#H#'9=%VJ2'WFN*_I*4KL<"RB0)5('&LCO *^-KV5.0J,%,A& MBRQHR5 7U-T!O5A;J@!YOQ3\QIN#WQD-]\<\+3U9471EDJ X5&/$Q3Y1Y+W: M[D2MHQ.[#O>&VZ?K/J9+0P-

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MH(3CA2=XC0L,M'),.;\^"LRI0,00(0QU9"_G?(OG;.@,^X"5O3)5.GCPX>TFY M?0.W0SVD\,2 -FH(N_1,!^#X<^D*8;60 54^UNE84AK,^6UUO&XJJI M1.MDI ,C\@?X!=Z^2XW0^(IW>\P/.JF$#;5S.NO26_HQT3_JANKEIT=4:*Y>X\!?-SKM#KW#=P,_Q6SBZO5^ MP[>WW-BM:U!W.@;_NMAU\ $$0?>SPX>_D3B;!Q_;3:L.H<'"\$'G/*8)>&9#;5YM MMPZ;)ZUVS7I)\NAKC6[<3V.6E!A5#K/%:QCZ:KL-)O*_MRZ_C'!BI]I^;9/66KY:HVO%7) f8"CB*#BL9>>ADPQS^6?=NE$M_+LWO.Y[8G4N?PU6G&M?ZW8#2?H8[GR-M?=H"ESXY-A=#^!#@+-WJD"|\TE;!AJ_K[OQ7??\#4$L#!!0 (.Y^;EG; M,SS!#@@ !LH ; 97@S,3(MJ^6M 2%1&A1%V2LN/|]7N& ME!^)D]9%>V_=8 O4D<3A<(9S>&9(Z31UF7!][F@H>O_W;Z=_K=7:NHS(3N6.1 M$=R)F)56YK?LT[UP M?!KG!SD=Z7CZ[C268R;C-UNR(_C!0;/;;1VWDVXWB8^:O#7J).EQ5W3BSE'G M/ZTM=(5XZ&/=5DW6YG,ZZF@\7O=_<*=3&3LTEXBV?S'EI=[>YKHW&$P@\[A M,NA8U<3-+90Y7?1;,6ARXM[5N9*W>< _[MQ54S<0CK;3I,3?]OO-JJ2<\DVK; M>SV4F,#14DS8M6[K5AB9!$$K_RM@(P;QMY-@_R'T*)F+F3^M-CDQ MN$_E2#K6:37;#SU8S_8(.R ,3S+ ^;' !O'A_<=8:?7EQ=LH^? KF\^J2^\;'CU MK">;8OG-X.S3]<7P8G##!K^??>A?_G/ ^F=#=OWI-SOJ=7B|U=WANXSG,6OM MQ]5=_X;USZ\^#@?GOYJS/D"=9IM=O6?##P-VT[/^U[\;:(/S3? >D^ZVTRUFK6_\5TPFX*4T:"?=03Q.:#5J0#*<04VG G==Y <(Y?0G#:M&Q>< =]PB)#IGV93=Y7JB1'PK:B%&1B CL4:)N0:&1\C<)F#W::LS)TI!3Q M#>-#+ 821LPOW1G+%$A!AD6$ZO?)R.LBM" .0B$M9R,R61C-\;>[DW9G#:.RU2+U3O/,.E 8C!88?=NL"KE=EYI5/MYT(O89P4_.M'Q5E3YE2=7I59P>/%RO/47?"?2- VH/M;_@>;!Z=YW9BU3;,GR/&LR526Y 4 M<>8R3!=\14#[ALIC!8:=F\91QSIM[#S;^P=0F672.2&^D!'>;=03U'XN89]7 ML@,P@X M$3S^4C4]6X'BCU+"? +_:RCSR1PR[_]]L_6E9OJ]0H*%>E$:]6]I MJQQ) 6A4F7J^ZYD(?D>1-Q1L/OGZ2M,?=,Z,@[X)<-4&)1PO/,%K/$9'*^,:T M]BPXJP(578 PU)&UD\MDK\M,^ #L^2=]=+\)DP=G+RFW;^\V]{4GAC01@UA M%YII !Q_+ETAK!8RL5'6HT%!<&I#HS(^_7>/LA M-4+C&U]I.;^%/JII'P)\P=@'E&AN7J//?WS<..H>T:M\9__G@U5O^+?!\>RY>;>L>-/:[MA\\V-QNM9]N^1+,3.&AV?[A6;^SQ6FKW_2R*> MM1Y^"$ 0?3SC8;*7OY3X"]=/BR;R' O"ISQV"7AFC\%>;;<.FB>M:LU_4/+H MHXUJ>GZ@YS_#Z7? 3X/+ZN1F3/Y\0G4N[RQVR%MOYU9"^< MO(_%RN=M*R3[I-I<=.;$CP+ETJUV^\D5<|1L^SMOS'P7^#U!+ P04 " #N M?FY9"T!I8D% !Q$P &P &5X,S(Q+7-P^/=MG,E1_7MR M9 ^9A"%NSB8QNP46O^XPXH;>B$3#_FCD#HY'A+AN&%+7'YV>GI X'/SN=7 K MLM=[E*XR^KJ3,.^ZD\)P?#(K+/1/5ZS6*>\Y!H _=2S?V2017.-A$C?77VL93R41 M>8/"M"@"ST=)FMYIAV3LA@?6ODXMJF6/1'9DL.?:O[&A. 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MO&VD9E+QL<=K9V!"V6]X3[P!6GG.*6U;"%R*VXU6[W]5OP(53?N^8]62P^C M?ZZVN^9_QBHK,6 .3XMVL'-_;W Z5O9S$^ILV;UC0KO&_,Y.OMJ!M2E\R2EY$RE#P)V&10D,.S+]&620%G@ MBE&3*MV#E3&CAO:89E9=E9K>SX4VJL04[8K;D<+.*,U$82<=!/>%4'0;"@[;.MGK^-^?"LP$6Y9@=&AP>RM#1DC(-.DIW4!E%AP;^1 WPJ-T M:8*3$H\,3F.5]$H, &5B"E8X\^@-5^/=3D=I#K0C/E.6K6!7H7X8#7&H4W MV61$/<1L1-% *:NZ0=@;^BD.TI;*S^.DS21U9) ;_@)02P,$% @ [GYN6;]OW6F!0 MY10 !L !E>,#.R.BUS<')U>#(P.C0P.3,P>#$P<2YH=&W=6%%OVS80?M^O MN#E8F@"6(\ER8LMN_]QT !#G,8NNCT-E$1%7"51);DXWJ_?D9(2.VY2#^B: M=s%@V.3Q>/?=\?@=1XG*TM-10DET^M/H9\N",QZ6&PK%IJPHN58#>) M=V/?C(Q2=V2ZIYQ51*3QL]HZ/]]^C(;#(*>+0Z'47L M%ECTML6\(#KNA5X4]?N>%SMNX 6$.D'8]XY[SH%?(KBU1]5BE]V\I8 M:B54[^]O4(-ERQ2B>_8]B|M(W*8ND[';WC<.M2G>5/N0!%_Z>;?Z&>L:*2<,2E?]FP3([MX9(NX9IG)'_3EB27EJ2"Q96@9']3-!HW,3^7E4.GJ"=E.6T<=%SMU?0N80%3 MT'4[[J9+SSBS9GN(H:#BA8R?3*\7%^<7D_B8G8)5Q^NYQ_&EPM8S&^G9@Q MH]NSV5">P_AL=K68GJT+/>GN:W&O<6)@'\/L':,OIC ?7_\ZOIS.K=GOOTW_M@/%DH6=/^Y+]X7?;G((>1Y3D/%> Y+IA)0'87W)1$(<+]";UIPH8#' M,"!$&5*XXDLJX\U/];G!PB!PGIC5!WKE_E[?=>WAVK@9<8:'@"+G7&3@<9V@L+B+J@H.\5,AB2%S6&0/,(:[<<HIF 17[>\ZQ/>QBKNBZTP8B<4&*$O>6SFE8 M"J880D+R"*9W84+R&XJ&91F34MN%_UHRPO(&"144?5DWM?*PL;(-%VV8T2 M^$C1 OQ,4VEVGB2,QG#.Q3$+40+U:75K+K".D\]_= PP*24VG-]E*Z@G%H(J/S MK(WSQ"S+5O IYTM$Z8;N[_7ZPYWKQT8Q=$^:BL(P)KGR+3WR0FEZX!PV7GS_M[3=Q<7]=K]>!6& \ZM,1ERD>E9!G1:H3\3XY!?U<,D'UO2C-$;H/^P'!\R# MZ1U$A_?!?4CE^S2N(^P,NA[& MT*INR"_4DLZ_N$$4"5+;3 =<1%18B&E*'DG]YLLP8K)(R]24;-QSR5";SVW"L^)CFEM:Q!;.R&V@VA=ODQU M*Q NGK((-$[#5P:ILR!O.TG=I#[!)%)=]!\)VH.KP1^^ O';YN3ZAM5(/\B, MPY"7N=)-2R-TN WXD;D-7VVI-@:)N",EX8*A,>B6(0P,.2)2 MY$PF#PIVZ<4$,"0]:&4<0UG@B#;32M6!A7;CZILPQ8RV,M'$*N=*FQ)1]"MJ MNC;3!M9-FVDFL7,JN*2;/+O?$*I-0HTI&PZ*)9/(ELK@+O1O?$@9"5C*U.KK M>K"-*\-D!Y-1=:"Y95BSN@I.06-L1O-05Z"$1A6=TOE9(D$7CQ%|Z 2Z5<>8 MF5ZY#74CO6Y9&^A=B#UTXQ2>8IT158>X%D7-4XWINGU9LT]BD#9,?)]$KC_+ M(?Z&W_]"IHC&++=UZ]'LH[H9FV@]+2(5OE3;2[fRME=_5L^,1^9Y\Q]02P,$ M% @]GYN62'EG:&6?@$ Z0\6 ;!$!S<\)U+3(P.C0P.3,P+FAT;>RI M:W>C2+(N_'W_"E[-G#/5:R$7-TG(U:VS7"Y7M(\^NLCVV:WK/^3(K#2F+,01] M+K8@UO_Z-3$ 7ZP82$HD4>\VNMBT$23QQS\B(G__/V]"57F@0.K[WR]_4, ^5O M$O4LWW:\YU_^=O%P>7WIM__3^Z^?_]JF\W\^WW^3OOA6/*1>)%T&E$34EEZ= M:"!% RK][@=_."]$NG-)U/>#8;.9?.W2'XT#YWD029JB&=EEV:?!N=E5G[HV M49HMT^XT#?*D-$W5;#=-JG;Z3YIEV9VN_'Q. ^T:W;_25ID:Z=M-HFUK3?-+Z MS7Z7/ND=U6[W;5VVS\UV6Z=/*K-[7<-0N[1K;NT^_*-T=4712/+<003O#,_M MA>?.6]0,]?5+8Q!%H_.("U]?7[@]I-G_^CGX[F.1<]5]#P M N6]KJ9A-76VD]WF#2__^8N\\NZN8'SQ_5;K?[D7\ZN?0I<&UGW#T=! M/+F<_6+1D?]*@S/+'_+5,U:=T#KT#4WMK+M]<@7_PKE+0&H;U&O^>&CT?AY0 M8O=^'M*(2.SK3? IG[+S\TKCTO0@DN/DX'L&BK.2W7QH1?8L^SI.S(H71V*6_-&PG'+ED?.[Y'H4% M.&_G(S(:)#\ZMDT]_B-\?@-J)'"LY/EOT3WM_]*PFB!/"AFR.U'G_.J#QXTO M874!<:\|IF[|]-QTW),? ^!=%/JU&3P$@.QVMH|\'YNY:X"&7<1# $\XZH47< M?U(27'GV%)!L#2F1@5\:(#3TE-ORE.82[#)HVF;ZAW>BI&FB\|1 ^Z=/D_*7=P M%6]_A.^%DV=T&KV_ZV4]@+W-1H_!N_T#+N#N-G^"2YXGM^TV>GWBAK30 M?5M*=N-4-YQ?6)8? QMXSP\@1#8)[/#'B(%QI09<&SI/+OWFA-'TL7]CMT[/ M_&7E#4%[M57].QT^T6#%HK\&Q&(Z48H])UFR% [/+&^_)HYH-R.:6,P0*_-*X MOOGZ_K4>(M_Z8^"[(!KA%4AE-+[Q(\K_^C!RG0A$-#7)]TP+ [T9>'.#)7O3 M5@> 4\Y4K94M-EO=>A)KNKFPF $)Z&?0:/;E/QP!5;GBOPC #CQ3!NSG\? 22 M.S)?!H%*_9 3.X)FM>QZ>REG,XD\H,M'[OP??;'+]3SAXZW[+9Y23-WBX_S M]U_WUHQY&5)OD)6&!?9Y6HB0]?M/TPSPW3!540@&P+3?_ MV6_ *O! fWZ&!Q%4"7>JR7U[_]IQ;\/[+DQ7,WWW$U5?V&SAL0<2< &X:FXH* M_\N^-_ULLDQ[YM)N4U>FCT@^R7|/"O)Q[KV7DT$3@ R)YQHE;Z;J356?W"C] M9)LWTT5[LSG,=GDS0ZPWTYNL;IK[FI4$>+/W0MDYO%"V12.#G\,>GEDZ_A(MAKPJND0RF/LF0_HV|)EYW,FO-CSL#2(§RXF24§6RG2$+A'QO-KJ 5V+?24(+ MYM5#/.Y%X<6;]YM=AG\'2:'G1D8<_271RH,5E)97]H6W.27?IBVP_PLB/2)-M8U[#E1V3D1,2M"_E5I>;TOZ<1^_,4OB*!!?KWC/A'P,> (RYMDD4 M3VUHOW=7?,^TO_$]\BC|K@L\?PWO!L%Z5!OR[SU>]+.9W2%2U6< VL4-4O<> M]AR)?(B E8B!7?!5TV'LD=RR.I A@[3W>K+W7*0)*& [G3CC]9?E&&]72G\- MX^&*"(_Q<'6TQWBX4O*+MW]6VJO5/9(\:*AOY/? QVF5M2N\]?#P2T1?A0OPJ4ZAYV'C#4,Y=46Z37/=2L*-0OC?YUCS@/.M'>]71OBZAYL5A/JET;!N>Z_5A/JED5^P@MR7ZWND>1\0_T*2EWUNN^05A7]M5X$5AK@U @M#W#J@A"%N;I^@M.,S&.)62W\,<2LB/(:XU=$>0|Q*R2!8B*N5 M5[AN8(A[>K7/6[MPH4HD_YUCT0/ZD*42?BZ1Y6'=B"I'W=8!4*7(@2R=_: M>]A8-&51[#AZ607X+>'"MS" (SB_C8>R2R'FA5_T'=M:D3]1M_|+V1J5-%.?$ M7%?:_X[#B#UZ-V>B34@90KBPLB*&$ >1N@>,U23]#'G=:|&KF0'K"%L,-86 M'*"Z!^8'WO6]"'41.CO-M9$H[6Q)[^X1\N&Z-95'\ [H'QM6T:R]-_NVZ;Z@> MN%U3>807+A07/!M7)NV%BWH%==OW1/ZZA[@'|<3S'M[1RSN\TZY[6%M9#J(^ML(3KUU01'>H>/A[$H(H 5-TW@*M*FE6!5=U#XL/G9*I :>]!=&%? L:Q#0)VZ MQZ<'S,F41O.ZAZ85Y61*HW_=P]-#YV1*(WS=_],*MXL/G(BI R12A MU'K>1RKK()19][CX@+F(TFA>]UBXHEQ$:?2O>TA\Z%Q$:82O>SQ<02ZB--K7 M/1BN)A=1<OF\"W5K>2BEQ %K[@A%OIL7^_182?G5KAPD?';7>;#;1:7=!@\T M>'$LFG(B&[%^=W=Q3U^H%],]:QO5M&R A0L1<&CFN^Q9QNK2AX%NX51H> MPD6LHN!S3ZPKG#1[8\'KX=M?WH"A?=BH)'1?9#N*!7%#PJLA_"!<*BX%&1 M_1 R.EZ'A^^2X)YZ])4\N?3*H\'S^#*@MA,=M5D1;OM7<)@JLC9UB^:KAJDB M(U2W(+]JF*JQ3:I2M^#_5_^%!AZ[U[5GL:>\T./L5*XJ=J6 M$JA&:BJP.ZI2M^Q -5)3B:V14:)@LG>;_/%(+4R-,@6'!:0]NU*C5,'!):02 M:U*CI,#!):02&U*W\/ :BXCW[$!,&5X,_2!R_D-8._(#%FLLBSXOG M@/*2H6.-;>[6\A'> MG7Y\&PUH<)Q&3ZU1:J)2?*R9C7,3U0E/Y68]1JF*ZJ2GTKLCW#9BPD*\1-< M\2-R7%C51DT_&K#'64"&V@R:5%7A\A1"D\[$4Q;JNO>,Q\;B/JMAY$#IS%15 MN@^X\'/<>AX- POK#[C)W1F#OXP3OQ&GXDU?H_?+7KGO^Y=,VM,[I5N'GC> M7;H3/)IPL7H^>/(#D\MLG M C!F.3I.N## ^X#HN> ^"U9_E#.ND\,VWR/2AD_U0PB9/7'[;M'@W#@ MC&;08:DLXG@/\5/HV ZXK7O/:)4VZ4?5.IK(V8,8?G4\)Z+?G!=JOY>PS^/O MY-]^<.F2,.OUCN1@V\5Q:ZZL FF2E#.I3KN83%T&N^)AX4.X^&'\1H>P2:?Z M\ =Y.V+ ^P-S7]@OY1X. ^'PR)9]'/)&1?2|\^2'+W5.?J4VGZX9MKQD=CTA@SW MGF*HBC_VG@:L"R&$3;MQ%ETA)0^_^7 3[SG4X,FLBF8FH'KX?O7XV_X#7;VI MZ;D#W>FENX$E;&),,+#>A\!3^\4 NO"9J+6T/\1'%#Z3/:[10-4-INJ60Z5 MA4OG5$KE]XIGELX,%_ LI;LI'F%S/W>:|#V\2C>]. PH5?G3?V4XV4OK"5*F)C4*H<"!L=%!* S9:((QK4T ((M&_$*#$"I$B!LR%L(@ >_'[V2@'ZA+]3U:R8#PL,#0D-0JA34. [-+OY&24@' MOFM?#T>[_[*0#.]R4&KWE%P=2O"4*0EM(XF%>2BC^98A,X"K2,]GP^-5166 MV%O'$?&%]N^.D*TCB.R/SA6570?.!U"!+_R8MXX@EU_I$VH6LC#.J2!+PO M:US8Q$-@2G50QKX$_O(2W"H@5_>Y$@\LXC.";P=6,Y<:L_)#!!O^S\G; M<:9[VL*F$/(=:*=\POVOX(8%Q(48Y\(>@OB%@"B?O_XV@ML>ZU?2MK IA9H* M8!6Q:EO87$.]!+ 2[(3-,]11 "M*S+:%S4G42 "KPD]8M$5-]:,"%:'M:V!Q' MO02P"NPZPN9!OM"GZ!K"VR!F7YQM=G/_\(_/[Q*UMHA#[S)S'!UA M27EO[X8DNJ-<,+&[(*1_8RN=VL M7S3ZF02LR\FO=P!? WU'[X>KQ*[\U;O@"T>@!*E0!AX]7*!^2L:3: M*6RT6CG%!=@C-X4-;(6#IXI=%9&@L>'K:?S.%#9F%@Z>*W1>S?G%U|>Z6 MP>84:NURC#^&UX5,S"SA-VB8V4MW$Q*,Q:L0C:[L7C@O/"]^2GQ[YWPC_EM M_6MXFX"&T3TPWI,K6&T@?.ZG\[-WK+5+0 ?L,]8*5F6PO+B 7WT+A(?/O.?D MRK2BX#C]]:[&01D&V'CB*ZP>0]D&X'CFZZPR1MD&X'CKJZP2.4ZL4VVBN/V M9X1-<"&KB.,#"]ML0U81S6\1./&'K"'*6KR)LBC+7Z8IB&%7+IG6U\(F2+]3 M$L8!YXYK;Q1'BRVNWE_|,/P:4#J+7%VJ9S1%V)1H#8 HL8I&4X1-0A8'BE. M*Z+V(PWV/>RS&OT%=T.T]NV/S,G6;F@)FW(KCM9=X%CT'[X+CD2=RC0U1=C\ ME=@8E&ICA$T,;;.U:& Y(>58U$<*A,VWB(Q_J3(@;,]JC. (/ Q+430*$30T(.M2_Y2N5_8N/LK<8)_$#>FG(>3'W^<#.Y+ &HR_L5$L[\9U91=Q*$)^A7!LJ9H] M";$];-!?!A=HR 7YN$##8C$,97* C%^3C F$5&<=.>&&3$IP=]]CXZ_D^ /&GV-/7M3]RFAW "!>$#8I$C=>6"3$R 0#PB;E*D[M#VQR 03B 6'30GO@ 8'(+FPNZ,3,H+!)H1,S14>=';J;.="..C]SS%FZ,G.U MVE'G9XXY2U UPV-'Z@5!T[D;)S+@F9X.1\(FYTZ M\CZHCRG6AB+.D#4Q=V&R)H#@(T#9*TX5-.]0$M"H.HNO")DC>7>7VJ9.[2W42N+JF28ARPJ\4I.4:V MUJH+&U+O!:."W>N2HS@L&M6,\M:=72)6%WX^?NKPO?ND/A[!/|XSOQ12]AL03%X/A\I/.+E%KCZ\KWO2T; M7LN^8LMRZ+L*\'^0P"%/[F1<"_]P?..S]O)#$HP_4X^"TG/@QHDWIO"91+[MA469^X)MX9(.#(N)ROJ5^L\|&0T<:V+UHU%P?O///9$65!-X;68Y!4N>G\| M:=^[SMT*7.>V<$%^I2S.MTC*TN3"1>P5LS@05\OOW6A-K9S,25NX6#T/#E^N MJ];%5:6IEL,B; L7>%=*VE+]0.$B6D;;,^#Y/?.!GY]^U:3#M M9W1AL2OW?2@3G)*R_#WAPM0\ [/S]8H\,.Z]34F8\VMY[/%K<.P,EF7OLGE)6 M.7!G\'@%FYIJZGI.=W4V4MW(X20D=A*;?CY^__\7!Q?7,I5+Y(-(V14M!+ =RX)(>Z'7K.WD\/<7NO=G(JH-E++=V-Y(8.YJA#9%]L+ M&:FM)CX)K1:\1CP/IK[H/)Y 5!8N:,MRR}_CT/%H&%Y8?\9.Z#"2S^Z;TF=B MC1_@1XQ>^:\;MS)S@7M*)R [PH64&?#?'/+$!P%_]8-+$H'N"OS1@%ZZQ!F& MG\? 3/SG6U0O<^MUA=2?8P_Q(§;.U:\(%!'5"K:(9$VXK==)FV@E'?DC<7P,_M'O'=;+BA1;9*=K(EGMP:KF?OYG@QM6^:!!B1/+B?W.]X]RQ_226KC,W&)9|&'M .71A6=?V#;7_L1E]W'|- C06N&KN%4*XA1O;CO>\?4SEN-+X+S0*"'.W-> ' MX1@9IG ;R.B!%7%@1=61IG#)&N3 ZG1@=9%]E^VXHO>ZT=E%FGBS- MJ!1,EG311F\LI; (HCN\)FM#R*RH&EL(*=O7F0@>W]ZY\&,O'L:?OCWO*L** M++:,7&]%1X+ ^M(_ZQ9X6ZZ\X6ZY)4$=*?P108F"D_26]<(Q"-YNTIW%9)M@'E+ M8C9ZIMXT5*7,55S_H7@F7C.? _CO/X7'I,=%WNNS^[.' M.RD=_.1S,T',>5U./Z;=%1LR;G$8C)ZJ1AHL5GH [Q063VQ?^NR^V+++T$#N@=K2F]:7]Y*SN0H]+^/$V M>/1'?)T9?59C5!U!8!O0\#>3"H5/Z$*[.,X,[<#! 8>? W/U25!7$)1.L!03/9,G);N D M*)4(&S3\P++*DBGA"_CBG%3J0$BSW?IO506N.\W'SCBCJUT/NI0C4:OT^F MG=-%-G1[WS6MJO0]$C !UU(>GFG-Z!/^7V9:\?#)=S^4Z7?4BQ W.2:>||35FS5@+18ET)._*3#QSXR_U$F9X7>W4Q?Q+(H?[<_U+0I6ZP>+18QI.9I4K&I/7 HG M7D,+3!=&QL_]8HO/+H.W*T_9.FO/.NB2B,22" $C;?)/73Z.KB9) M=@4YU2F2IDG$'Q[NY_;!UK"PCA48ABINN2'=2?WV1.*G[V+G'1 6<)B_^D' M?TA\\.]$76X.\@OD=]OP_]D\4HMM#*R30-6M.X=2E+#Y7@'SE&=V:C^H M/TD#$DHQP4? F[@NN-RL>. S MCOO$^H!7SC[F=2 V? IVFETZ"]A%N=56-8D78H72![@?8">%,1BK<.*S[6(I M.6\!WR'1^[6_DOE5LB4F7T[?X2=9(IXM?=*2=WP"##H#/G_X-;\"NYY?"E[@J MTONP(*0+X(ODH21U\4DFXS#L\)0)PPH)FH_=/&BY& MK\4*@$HJM7]KM.CIO]_HM7UA(N$R9)GO.+#WT(DB$ C] IL'OL>TNCN6*&CX ML<1G1!*+9^F^D(@DA3_O1'UZC]F8^SZ&*PVEE99ZQ&ZR!?;0?)0^L_VQSB=) MT[6S](HIX(2P9#)B)1_[%OQDP5S61SZ(;"8-/RIN-C.D(A1*)7BB=AV46Q1 M;$L56Q 4(KFP<"H1<.=<=LH1^)KQ;\,V-*_2L!\S:4?A$.0=WA*D-D=%HH M$<;,7,/=P,8Q&CU+X$B^1H/LTS.PWE2R:=_QG+2.0&(970U><,7:^,?H^RR M):M)/UFYI.P.3'+3:U=FS/9[-L+QMWM5R,_>$,2^CR*<<)<)/>X],T-0?YZL.Z(\)T%@5S=*PTND02?3Q]_8 M(L_GV9LXI/PJ#WU;)8VF1R5S#(M+/#GN6.V<-?"7@TBQH]=#>?:<<7)^2V MS2.>V1"7,.'LS 2[F+7(L4E@AQ(K4G3L5>4:.^@?RTI*@#1,)9242P@%UW4G(M_P$X@ MS"LV=:JR?'[28'U5YZ@!8T2>TY"K)!OO#?>$5!K/=;#C@SX2\-96VHLEM=5(J MG"VT)X63R@ F=L%BU>2&@@%9>]4!E?SI-H\NTU6[UE+Y&GW-=FT;^8G-/0\H MVS]YH0M]W*;KY@M6IE\A3Z'OQM'JKZRJLEBVOO>=S/)UINM,.M,-@]DC^DR; M3P$E? S1)'QYZ3MQ7,@X9,;%]71W;UPE36QX\?G;%6LB<7EI(WAU\]BZ:5I- M%5[GK-M=K^_RWLE4SCKJ^J-P11952CI^/]BU^O-F<^VF4<0##RX MQH07%$9CKE]+? HW)3I'<7=P_2M=_U%5/TE?XV\N;BZO+[Y)US>L^=[%(^]U MN*!%U3YS13CS97BK7 WMBB]W0??[,NM3_3B,N[8XQ,7N .<\4*,T8;H:Z)# M23TKAOTA$4-)+P8H^$0VI5@6"W]B8LFW.[Y.4E]31N_+W*,#@BY0Z70|:,@+ M\?@*% MKW3[_O^VKM-]]'W5 13]@NU'(D,=)#[.(60-K""&XNQ3UQ=]H*,H M[9-?X[>8M-Z4/L0>B6T'P/]UXM]H58R9D!7^17Z[!4[JN_=Y175MT#JNZ1#_M-JB^J14';)-WA?]>.FY,;'T\GA4R.G>]JU@)N-'K=/3G56#2U]#.5EHTI6'1U%$H M8@;H=^19ZV5)T=5OCBA%2=#XYA/=N$1=QPZ)Z9*F.FK9/SA>R:>QK&[OO= MN/+C2&*#R&DDW3OA'Y45>KA$B1:1W^Y=K!EIPP,=)B/ M1!$GQPRB $#C2O@N\"UJ,[U;. <*H94L0UTU:]MVI;[6U|FSZOA.8I7U_P5%& MU$?"ZJ-N=L!Q>L+O]O&WJ_OM3S?FWK/& %!41<9&&I9SNA$#0#'DG"'ZC3X3 M-W$X>(=UW 4Y"D$U2DNP85QW*-BRC1#U @. [(U&P "G+E4E?B17Y 49S1R&D MY>E6]%7!!9M9UB8S^JZ"]%9](5;2G^%@#]#M\|;[=/P.CR,.33*-3+!&L .R"C>]/WEV0"K Y.33^U)1K8M_BON?*P##4DAMP9J<,D9QJ0K.XCK\6DYY M%M?E00]6*7YQ_T_IYO;02KJ_^07B_LOUS;_2U]OJW^%"Z=0M0^7SWQ\>QZO MOA<6^N5Q+8 M3=?W_T@'WFY0-B@7,?CG;N#'CL4X \&WFK=2ZRF8\5S0P75LJ^JG9U76;S M!L@P&D!?WDYNK5DIO/CG1-GV*L?,KLQ9-G1 ,2 M25P#4]:!I1|'<4 E^(T+0LD/PZR/T[^8]HP!,L;(I"0C<@A2P]Q1&?0>PZ M0|[$)?+E6>H%|!GHRHC&%C5R 4_V.0@>?*

<[!/4:!'X{@E>$3T/H#N&4REYQ_M.%F S,D^"F)X_IW_2@/I-]_E=|{T@U$JRG/OGHY1S5Y,YN^5#EU.5[+PENR1 M?M+ ,X<)%T-9'"=PBA9#WT;L1XU\#?V)#^,+'_(E0";3 K?H7 ?]NGTEE;6 M$'.[L,DP=)(7EAY=WRE!)3BLE3XB8UPUW2 MD<_P #("NKXY0_@>><+^JR"!MTH M%LPH"8!A0IJ^$ULZ&V3*YV+P":O#D)<06[)\GX%N;//;/O M3!<;)[5&[^7_U6? #KD$41H. -I2&%L#1IUTI>PDMN6,X/YRNN;LDR?J.B!) Mf_JL^,%KO_\CXR4K>O]7AY%UX=HA&;__DS]B&HV-R%WXB+'WPM\":CN+CYLP MT,+]PHASS_N_AX-E[_+JN MW>&4?9G[+NQIZH!#XB?5$L;&QY308)FJ'XV32 MOB^%H%$8HZ9:!TQZY)?/H,I8X8FPAE$Q*X%@18;HU-TX"!B3L; SZ9}^ M+"7(P8.(G=)^3D2 %+$+#R!,TNA8LI,V,+/F(.'8=/:"GPIG"EP*^CM1RN!W MINEY_HJ<&&,FE*G=26UL^B NZJ]T(NWG\A-M :L M%O1!#'HA4[? L0;;3[\,B&4,'P.SP_7[@#_DCYUX*G@D.@14X3%UXR;NOU"MG M6;5XLEXNY$!(IE3>+0&6OG(%/ER>LA[C_D2UV)E_DA#&=UW_E<7D>?VN+(AO MLHC]7&IG[];#VJQ%YTW5K,PWXUS'I8BG2,AU_"/&U4XXR?X_VQ*,S-1T+.^$\3NJ>E(1DX_C9\/PVNX%$1L8QOKL_:[_?:^=,&$%.[_(#S@X M/$)*'8\!85V4)F'K-.9+XHIQBG2BCM/8EWE&KUZ_/n(&> [-?6,>V(OC)UT M0GD2:[%[T8CZX*3XSSOFF42%R!:?[XXN[.23\X'#8OZ9# :+P"=:.?(D13IRX MF*M[P'E&0\O\"%NO/Y^&2? 99$B>$W4_3)IS@(>,)GX4'+.^#O+ _'X"F_AG8Z0$) MAHD+0"8P :QVG"1?TW@TH! /N&#&G41K1 &9N/1QY+CL_%K*&G SRG()<"G/-MY4JW&&$]\"+HV2S,G25+,LO0X<:R Y++GNN.YL6@V"-Q^N3RY;>8?) MBI[HY'DLJH-E14 /ERE_SV.IE(1T+(A7FL#C,SL%WT]AG M^3/>;SDMEP:G+SD1$Z>)+" G[IL3 YH$M#-IQG3?,H&9]'* MW/;$PU!CGV)+W&RJ6,@29NKY"RS8X9,Y3LY&9D)H=#5UA%_\X>SA[WZ\Y7DK"%\= 'OI)L<+$_*BR?!YE:YQ|/ I?TM\|>K)D=I-N42P6 CU&K:FSMB2Z M2XD]EECF[*115G# =_HB?LH/-(UCW.*'CB.FDF%6GI3Y_'B7'Z_BQ"P=(,XKA HL?L5H"%J,;Y:KE75DW6.+98VSR-MDH/3[&NO#DO!T3>+CMC1P6R3GMLN<-\7S79BGGL_/P4?>RL^//0NU^/T0.+T MD'QZ-DJ:Z>3/O!K*JN7FB10F?YI>V4WRBDPQ =8KE!)H.\=EX3&'>;H"XH;^ M=![EI>F3FR?"2+RQCF3R2&U/VJ>011A*6^%@XG#Q)BZ38[4^:]U>=>CT99HE&3HX2IZ?RV2O8/A<55C0 #M68L_=.15*2.?"\=P"Z M.95_5F(T8O8B21_Y79DM-R7H9'5<"4^7E[TK[AQ/=XI+:0RC8V.8$]AO%J4Q M3!)X2.T9[W>NT^[IZ<]OQ.V& "K\C=.!V?.O/##Q#*28^GV[&IZWNM?=U%(E M3Y:ANM6S2(SM>=I.UJ81S62'B'P5_$N?4AJD5HGIU">-\;@8)Q]/U>V9DJCIY6TI>]IY?@=SYT(GF:M M-_C\=3]<,\?9C^&N=CB)VL(!<^=Y,RJ684I^&_HQ6("?YFBS$_^DJH;;._90 MIKTD1H1UW3<%9)EIER==D?D4RW}\.>BTF0 G0L'9-&Q&0+V(S!X+(2\XEX5# MBM@N.GZKY]1+G:Y5GID"^)7^PFL 0-K6<(7'#7QKL-Y8!95LL W(\0_6(*,A)3D#");? HG,O'C9MGZ=:%V:N$ I=:H7E5U_MN=TR?_XUO]3O:NW;36V"3"6]NC%;K?900E!"K;50@(2I(B*'>LL01$)*&LM3 M#]-Z3UF;&'XBW5&W46[8V6)!$sR\1H^TJ"QIC9[> MEG46<^TF2FM8>A_&!CFH!.U<"@?IP$&JW#([@G!0!3,HW\5;25UDMXKRPR25 M8%D\82<%U*)@ERZR&W_U@R]^_!3U8S=;,MR/UD'1,>2]FH/6$CH]%3SKH+/"0!? =RLW*S0>HW\KK<%3LC9(L]/UOLFPQ+2 M!&$B"[J25&&RM\E27^E'DS+$;=6$.RYOG%%A#9G7-:^WAMQ@8Q5U9-4?(#)Q7]7. ^VDY"""5S)*<\!RUL@>_M Z*JE/476.$+++Z)+- E.V%"^ST6O+'8R(CI*%-]CIDEBIHRTV]KHO"0R>U!W.7 MT!%Q9GI'SASQ+;IMA]!07C1U"M%5@M"%9_,#3;N(G,'F^\]=SF($B SNIS, ^,FRVZ84RB[LIC=ZF]+++NJ$*SVXGY:O? \RYPO#7S3(OW MAZOOC[!)0\[257+Y]++!)DWOTV@^M[\-1$)]/@0I_L+-AWSDXWQ@V%QD1872 M :I%@FR"4BB!N%K+3 ?3YWMB);^)ZU?=!K@D.DR:,J'>(/(1M5N)6Y/1NQ MWXI&*%8VNWM+V7[_ZOOWJN&Y! M 6LI;+-):XM208W\=$ UO0]^8@>D%%GMHGM= 6]\H7T:L Z!6&DB@+K.T+@' M,*:UMTS*MO:'6NS,E*QW1'&'D)\.ZE67ST]L;U(V\#1K):=9V<]-O]_D;9#1 MP:Y>8]]F0X+X9A#'Y[;_(TS=%4Z>7D@VG?>]-W\#PW\)0+33@;5]-HG0=P:9)@#ZMYM,Q<= M<(5-N=/:.16&OG\Q_&_3T0I5UUL?N>AL\G^G9Q=F0\H%43%!5%I8BG&,'\+7)-MLKHHM3PG M>")Q/YIQ'H^#"4?_%U3BIW\]>B37$MW*>_M>G,&,;]3U119R<%,? Y8.3YGD^'W\LN&%M%&15VIF\&3>.BC/#C>\U PHH M!B$%I)^B25OAI:M2.9%?UJX\V]9IL'P"P"SI7"U>8&+WMHY<8*]00(R49Z-_M^Q*8B%5)=>2NBB<&]HE7 K:%OZ:|*YQ+5;)E*:QITAL*6MFHZ=]5 MG/@ >:B8PMZ9A[]-GJ'(;,VL[3=TJ;<[C_M"O9CN-J@#_ ; RYN;"Q>PVOSO1 MX#(.X9VF4C;>3L8Z;&RNW#9W/O*.?K6 _+1IRFPN? EI@&;71,SLX1:F*^ECo MTC=SD\N>B*^C%/4%>RE"A;D]NS%.OP+HMS M:.&D/.R%S4NB!69A!QJO#68%D/_P^N3%#]A95);/)P&;B41?^>_P0 _\ED@VI'N'L1OH M\NR@F/DT]f\.?!'\G!=]3^>1S6P1%9_Q:I;9D*26BD.2Ci&75NCG?2%2I]%K-MR^KNF]OH/1=GBR73HF<<.4Q<"^%53V?]S@K:FE:RI@DBI8CB%"&O'-!Y+LXK MW4;/- '#R406P)Q.YW$DW^4,T3$/OIN#'|\JVS@EV%^2B@D?+ -MM^5HPC&YF46R_;SDMV[R$)GAVOF7QTKIZUX#;I,90L'N===WO6VDDW# M93H\SV$;>#WTJ.MSY&:= (!5E6XK81^08N6E/IVI65L:Q^.N,TR&R'4O!%F:T%S&8]LKZ[9[!W9]O M:.H8+P_'#H1WY;D!?T2R_Q,/8M9I1]N_(A*]O'3GIWTPM\OJC[?0N?<<]Q? M&E$0T\7*U0D- +CS[#]]XF/$JCOO1:38TE):O#^E'RIE:\.]&P3NM6I2]-MG76[RS^]>%':VEM5F*(6)!W-G!R?/15,HBS]=9W_=$>#AP$)Z-J(R%CF1?D>_M-[EW)+@-'B(24?L?Q{WI] (9I+*1, "ISO2NW:BGZ'1;2;?2XH"Z6[" \01]1 M0'1A] LDK5Q^R)X3KB6BLF;E?)GA11P-_!PMO-%F9/7 =3?D';YVO2#K8WM M8+44&:C-_C\'P9,%2V3R2(E$T@,=173X1(,D;-856= (4S>:W!=]S7ZD\[T-MPG 5).EU&,9;D$,#IZ,KZUU3Ut>T)^7OL!|UKZS)SI%XEI4VY5:W(W>T)8M/ MD7.X99+6^=.'K4%1EN!K(VHQ+],=RIL0H:"L;0F>P<$#[T16ES0C\L"Z=P&O MQ<'3NIK9)&1Q7"P0K&SPYP>0.(+GV+A-"FX, MJ0I$0T:G(QOJSK6W6" H(!=M&N98$A>QX3.=EMQNX,2P"O2S9<7#VE&49!T"[M!U@.'I,11L$/.VGF$-8//[T7KGL:$7B2? 44"#^@1SL#T)4&IJ)RIK)A;TV3# M6'SG_@D]Y5!SU8*F/AQ7[>!7MSJR:2[F4@[.58?>)!8O;?X84!+&P3A)G+., MA^6'D5QN1B=["(^]TC LO4VQ=(ZJE9SS+6]E>J-G*@HX)46RO=ND>'?(-IVN M%[N;R=W(,SR?4%@3&JR%DJ$M>K'Y]2"&02(RT(8X]#0&:@G#0"<5 ;$S#'!1 MX+LNVR5PTGX"V(.KLOS4=\?S R<:9ZT="DL2VQ.0E.XHXVR1>0Z8EMJ9>=A. M@:QK, >N%RNHJ=/!7!E(2R>8O)/6\"6+5]QE"9G!N_\@\(HH"YRGF)8F/ M_KRJW5L3A9/:.ER>TD=@&C'4I!1A; ,%3%[%^R):LCM=EEM-(0_/U4G6S/; M[8!E.4JV/6ML(*EZ\XFRAK)6\EGI. M?) ' IXNJ_(6;"I%R8_<=:AQ1]QR.>Y?#P&_[SQ>?S>],G?(I2VWU*4NV M6B;JFX_^:6S#$X]F'LO1S"4*0#O UG]GN;2/@MBBTIW_2@/I-[!7;#/CT@]& M*4%6BK(0]f^<**7+6:7T,%%%#))))VZE0^O CTV<_Y7DQ-7FSPYZD[7;/3,,L M>1#6,.],CBG>F55#:>&BO !GK,: M>\]*^-R4G1P(_AKG8H2_3- @))8$*3>K4DVYQ(-(27C*%,I/2-JUS?#]W M2"LX7(]RO0CWNH)D.2.&9]DGD5.14D2FL+S-$:)\)K. ^"5M6GP"U=VIHBL[$C]K MK5=U3U^H%Y< H77GHC[A*%5X'^I(=YM:ZW>;4H;Z&OA#EG)D=_S=B0:7<0BO M1X.KM[1$Y2(,*2S/?B1OA3>@-%:"LK193VT+8E%>CE5>VM7+BP[RHLO:DL-? M*"_"\!3*2R(O:O7RPN81J+)IEE7?@/*"\K(W>>E4+R]LI((AJRU1_+%3Z*Z> M;AY[SO)]&[&MYK#2KNI'$?#CRBI+DM3C.,VE'T.LH1 MQ=C(1GF#TA+9R&ST-%-N+6G+CGQ4? SI:$*R5R$?LF&9.UH0Q:R?5)?B\[\C.V MLO1./0C37%C2<1.RAXSEA%/!#!9.P#?L&5^5#IBC[FF $ G^(IK=$S=-G0RFIX M@CPE$D]M\#3WQ%,Z\)3}IOS(PE,GE9W\YD3.,S[0)H4TBMSD!)DL>11[H!_0 MR5S1K/I7XGC?_#"\I[O!|:._A>MA@E9A@3;.O8ZL*;)T=T/6VJNO>5#6:O$, M@]|OW.<)>4M WEKP.0 *6VU46\?+6@NNYT%9JR.8VC]IQ">#5 +V("%XH!+K M/.":.!JM(!$+=7/?D./,9.56>P!!N>W?!?X(7G5\YQ(O8OV?1HF0+BU ME<4X#KO_UYM?- N0OM^>7+ICT#O++L>'+AMQD7GXI9L0-A7>\;RWZA\A.]6:G M#6G)/;&3VN@9LK:D!SZ.(MDG9UP/1\0)&&*L:/+]^U7Q]W.&\3{JPOG.$5@ MB@N3M<+2I/$2I8XPI27(0P? j/'.Y%KGY[_CI[_M-CF,Y>@@ W70$?/0)B]Q9QW4$DT'G>!8)'_A!!N.0Q+/9V0ER:P8..T(*:ZI MVXU>RY1;^LZ:&N<:'0G'Y3B3LQ/'=2#:[\B=-G(<$4]A*K<&$0$3]'_XP'NBT-.0\Y+W? -9QFJ:L[53*B@PD(@-MV%0H MC8':C9[:EKO*8G==Y*|Z<[*&/8+2.*C#.Q*91@D'DR!A4 M+BC5)TS@2/?<;GQO4H)46*38C]\JZZ75&-1L6_?(%6FC;U@>(W4Y(ZG=Q30[M,E+|&6FCCU@:(I79D;DNN(DI-XY%1A*0D3:ZBN4QDMHKP8HLJCLW\[<(5Y MXG) O&'#XA0//(50/H'P^C" M_G>3_*&V\|A$C-9%U-FYNVR5%8=+ MMMFLM!?'!&#?),$8:I_=6DMG+),QEMH2I:\[<#5%NIR+%("CR6B$B"RVK/D9#GCBD?[B!)]@.31OS@L?&%!LV MBS<'[\7410X3W%$GESZ MZ-_X'GMPX/,1;- M6I7:,.1J^ERZW6+O*:[6:.A7GS!D$:PKPML#VFW"TC\D?F MK3WSYDUO"L*\[4:O;X')GW6)@WI_Z\(;S:;?1T359:BXW#!&:+>DK*Q MN>, VWFI+AA(\K#2!Q84_)1$!;83IH$!M6?B MYK(6&1)(0 ULR&;+$B@K^6 MF(/Z,K.$"0O.[2DC[WM+[T0WNNV_\BV!(%.5*8<:#9ZBSZK1#R[V/HW1,9E MK;^@>'5:!O&3%7/1KV(TDB-;A_P-*^>MZP_[2$)X]"""3V#U QU%=/A$@V1; M35=D25,T799 U$?48ALOG@JIYQM,6"Y.\ZHH/LA<84)&G_DVN!8EUYST=AKF MC?D+ 1-'8,;C2F$<=N:D21M$3^')R3Y[<5'+8*2NPIJRH@8Z,A;*ZW26PD)J MH]=9,KX-\Z0"%Y^[UN&D6_],?!=<.-+3Z+N,>_DZ"A<*UZXA5F'A,I*-M@#*ZV*!P"<)F*%S[":3X+"\U>KT=-,#=|SL+1D&Y[_9;!(9;XF0G:R@5V&CWMS%SLVECJ*-IU"9%91EABU VJ' MI:+7/ICHF=OIAC(7N$E]L>W%,V4QXX;: ,7#26H']6#"IRG*=OJAS"6N4V": MPMJVG;46LQJH'5 [G*1VZ!Q0.VC;.8.[MA;..S2*++#8D:UIO)6.V M?+I.F>!5]ZXJJ31#:(4YGP=;U? BB]$Q8.7GY4)7!=|>;'M51I9I^U.U"_9J M-HG?=|ZHW?P/#?OE9L(08.VSABS_REN-WO_^BZFIVJ?-.FZ[J0(^N,&H5DY. MK\PNA590P2R*XY:HOTIC=KUKW>E#.EU. 9-09J#"%>XNA4507&?.MD?*DK MWI:%Z](C@FKER-7*X?)ONSHBZI9Y^_TL=]TCHJK,$=$6S^P(I8A@CDZL'%V=M:]76G9K";K7J.1CN*>4L:LB@0=D"+/:I$9JF=+? %V907R1(W\1LCM%MG^O%\:*=ZHC|YQ;GBI0;=TN08FKG=VLF%UTX?6J M?,!E]!V6%76Q566Y^XR[\6I]VB"C3"YR>,M2+E^7&RUQO27I$%9BWY'UEBIW MNHO-&U$F42;+D4FU4IEH>^*68W)9S4^\@J1;$(M_)-=/23!L^,E/.T>15C4=8L M.=4FO9^?G:SE*>VO)\L MPO[<=SSB60Y089GPAR&L/#Q;^<[H@XP6K&3DAPZ3O?. NH1-!? [TZMC1(%.-M.]]*Y4N9?H4\P01 4:S\B@#$5%NP)OW=G..9?IEJF:9RS'9;fT\JL?=PU"[MM&MJf3[\HW1U1=$(^1=S.-(O#8+L#4;@-9M/ 25_-$D?7O":[S"S\2P2C ME"!YU%=UJ[^<**7+6:7T,%%%)(!\9[AF8X'TQK_7C]?.>3=/5G[$1CZ<./ M3-7]E%=EPTLG5803/<4-/KR\2T8A/<]^^)39%)?CK\"_]"F]6:K< M-9./IW)[B2RFQK_],GIQV? PTQ.AUB39JS7 M!1L"GK5)AYR7&/V%ZY8D$1)QLFH(1Y+,=SZ3M\81!*5V 9 M;1Z/!- 16$,(KR5=D25-88<_9N+W!6Q4.9BX8 M+OWAT$|=C#R;OOO?>A5U _IU(9MV"^2\@+4RIY.XG"OB&,WKSW^\R49.1'\-M'0F[%6$M*Q[&+G....36_T+YC.=^J'ETTOT(D788!V.4[QV(> /Z<7:J:39: M+,^TJM.EVJ,/BF]9Z,I%.0E?\UAT+8=%K[0>:T(.?L-SIN|=*T^9YK4G10,__MAIO:H2S1-XLRN-D>@F23B"S4(V[OTAP)2R7[*WO58L=%L(NA'WMY[&49KC%R M)7*E&%QYZ/+>=3L2>XVA/O.7>!9$T9'TA5H\6DZVA'65A\SO]W&J*<K=01Z M[2L?S+6U!+M7"YA\%[2U675W'FT-LI[M$HO73G-N5Y&Q77/BM3BV?C,T2,*-.M:\]R8T.).S\@=+]N? K2F=1L]#<4-Q>VTQ*U[&'$K-%5/TY5&S^BTY'9KL3<4 M2B1*9.TDLMA46"7GY,J*A%,%0[GJR.:2YCD"S;S$B.APYS/6'WC(MBLXNR8[MDP_I?8J%1KK6Z)F* F9AL<4#F@4T"T=N%O).'Z_(+.B-7DLVEG3SK*1*);; M17D]=GDM)*Z;D)&5 DZ#&.^"^?W)09LX%CL-$>8M^*J2/NV7"F$F(>;32IK]\@8P@P M=*<C)0Z8=,*[_/24[OT$*7[9Q2L);-Z- _JL?]*3O=M$G6WFV'KMG6/;->)P MX'Z!1\YPZ302A ?A07@0'H0'X4%X$!Z$!^3L-Y=7F!:C_@V/0U"";SWC?_@/-@/PH/P(#^)3;WB*%>5L MV%7\]GA^P/<2$S?Z"[58-1Q- A^=.7>]5&XJ_)3N2RI8..XU>9_& 4.%J&^0H ML3BJ51U'F6)PU$EM-/.-RN832,J9#D?4"WF50XF^L9^1+!DT5W,43)D49"M>!"6L-3R%JUUUNK"_O? <1CQ]>/_K2E%NNF=>VE.4A>NL$5X.6,_KNG?\9.MZ&3T@08OCD63,H]I.OG/'K_+/X@;TV56K-OH 7]AM49-V VU-<*#\"_\"_" M{2KLR$PK\#5,1217)V3VC^_H9'D>!"P4^F#ZX=AGKY^F!/#)#C"@_@/$<. M3[&$?R?GN6XP.=?!/Q<%I.4]'[-=R3JH9K.V';"SIR(.[3L(Q(.H'MA ?A.4A4N'*$ H&REO:B?M4:OK'YIR%B>08+&0"(+JD?.!)MT/;JDZIC M+[W/>?GSM'2@I>W'H!Q)O%AB-4"0:6QD6]=N:WL81[C.GAK4(1T7(RZ4V4B M@HJ@<[J@<(*H"*H"*HQP9]CI4@WD>$-X);!U Q=X97"7352;5N/,P.A9).9)R, MSEW##4=@\|^%|>| >A ?A07@0'H1'B +4ZCK>M_1&;TF!3."4N0HL3AJ0U?] M?7*4(09'G501R_YF*)QNIQ+L483P(#P"*2|>: !8>6/A%NMTH_<6P39#;4! MPH/P(#P(#\)SI/"4&9A7X>JT17)U3FK_O)P9"J>;$\,D.,*#\" \1PE/L83_M0DM((3LEMSJ-GBFW.F;U^P/(@*@?$!Z$1XBH<$,!P-YG*+3,1J^L7J'(6F)Y M!@L9!S$]@VIB&2SV3ZIKY4"M9BC\W!BCZ0@=9>C'1"N6?GS[!SI_=_8Y0:"M\ MA(+>ZLCFIDT_"PM%641)ZC|PF7%XQ\?-R8B!? 4Q%;9A4/U+A]PM:WS4;4.26MEALM_/ADZHZ#JX<.D4EH(GDZ)[5[SC]$L\[@N"F.F6^$!^%|>!"|">8OM&]6@.WM$;O98NM[1N M]=L"R(&H(!>A$<,_5U5^^9%%6TT>IH NJ;(8/LM O#3/V@E_D&KA!8^@I0- MU*H_^ ,=173X1(/2FH27>V(E(=;"28V3[GRWYQ;BG7;20KQKROJ2@3X[G;K9 M"9SU=5<_).IX3FY/62Y)+:Z*&,HXP7DG%# MR+;G'=8S]-1#77GCE_U4@,H["CL>PRR#;$;]G>ZC9ZN:,>)A|)^KY?$[Z'= M.H:D:D7]2XT#-V$VEM&;L]6]]-&-HQO9IQL1N\VZJN[=YG>\|[H,U!.H)_80 MVPK97M[46'MY92? V\O52$2CJ*.I[3%4+*>EZHZ>V5+FMMVLNZWRK^2,G3K;) M"O]DRTU1,UH Z\@/>0W_>4!=$CDO|-.K8T>##-*9;Z4OH4R_0IY@R7&T^BLS M"[8H ^7PG*FV8$WO]YMG_AT$V6)&Y)DVGR"4_*-)^K#6<^*^DG'(R#GS2D/" M:\|2[_VKKWS|?G]O+Y@P!O"U"_ #&^-? B#1@5\&.B#|KD08!$_Z_.&:[K=,G ME=C|KF&H7=HUM78? _E&ZN]HAXT^@+],MVE+@\;6"T0$3Y728,S,4-Z.'1R7"UU\O^V4XXNM0[9&\KMUF;K*[G,,"U\+DLZQX&5. GFK4+]3O6$ZNMFQ,>/1R7"V1YQ;BD^7 MVS.,0:3D,ZWN M6'GVD[\]*1KX,=S4#F6)OEF4P")9/RF+W*.M\W$1[&((/)'WE825AX)D9$K1>/*DGHF';*5N_&TXA=]I7D*E>$F"8 QD2*1^FPWQ94W53:/1,Q>/YXLV MI[U,=R['Z?V3KK;>,)+\UP/ 9JO14TU9,=IR5]GYO) PG(=]'!5^/K6_H5/G MWH[IFNT2CNFBO(G%>2AO&^5MPPBDBHH-.^S(K"YKYN+9.11)%,G:B62QT+ M42@Z*<09%9QA4OO-&[>9_:. O8[KNI 4C M6@2T"/6W"(4,PD*_X?W;@:72V%50&E$:3U4:#!1)KA7UE4;/5/N+O'Y4"1 M((:(#=L%54DC/MG&9E<57B1/:FCOW$/A)E:3>6L-'NFWCG#36_T+!_" M4N>%- H'PU(HD,ID0Q<[=73Q<2KK6AK_Z(P;H[.DM=L1+ZME;PRBS%O/5=MTS M17AP_!W"@__@/$+!4VB:PT"C22\)2Z/14V5M]_(DY#E4"0@/PH/P(#P'_]@+ + M+2^%,*@ML0SJ2O$?Y M7#%'(1P%\?O"^^Z_$"?B,\^D,]:]^<&$E8]'A2T?U\%371L^^M/V(:QSR+67]@S)H9@+^D<=YA^9 M2Z;8X+A2X9@,=0+"@__@/$<)35&++NE =(HY%-?ELC>YB)(06M>9,MQ!!B\-T MW4:O(^M+#A?7=>AW/3)<5V\TL)R0]^T.68)32FI'MDMDG6ZBN1;[*=;-53P MZ%!K0S\%)BC781A3^TL)$&7291=LN*K"D2U>DO6U++& MVHFTUU3U]T^,QW,E=')Q.#? Y*QC\OAG7%965G<[+J $KU7321?)>3JKEAR/NGGY?8@53@6-%U$Z2$UA=O)+!O;'3;_-H"?>1$\4+?DQPY"KW1TPUUZ4Z!V"R'&@'A M07@0'H0'X4%X$!Z$!^%|>+ D8C$!825S)+=//IQN2[\6&5>LB#A \@%65#\]MGF$P&CVM9NJ*4@B%J7^**3^=.$Y5(W(C,@O[VP$\VM8ZQK.DZ>09%&>! > MA ?A07B$IE=V] M9ZZ^T1?)73]H6)#UM)- E.F'36874[4N1+WEQO'-MDXIEG1Y;W7\E!>[++&X%1ISJ"CO5KRR&_<*>0#S=*A;<-T!X$!Z$!^%|>! > MA ?AJ0L\.S8LF8^NOSN>'_">J(E7_X5:;_B_1KXPUQAP&l)9|5EP8#9Z)DU MB@60HTK)U^R3H[!B<-1)U=?P_%OS"1\D+SL<42\]DG$GH&_N9RI)<RK*[G,"U\+DLZQX&5. GFK4+]3O6$ZNMFQ,>/1R7"V1YQ;BD^7 MVS.,0:3D,ZWN M6'GVD[\]*1KX,=S4#F6)OEF4P")9/RF+W*.M\W$1[&((/)'WE825AX)D9$K1>/*DGHF';*5N_&TXA=]I7D*E>$F"8 QD2*1^FPWQ94W53:/1,Q>/YXLV MI[U,=R['Z?V3KK;>,)+\UP/ 9JO14TU9,=IR5]GYO) PG(=]'!5^/K6_H5/G MWH[IFNT2CNFBO(G%>2AO&^5MPPBDBHH-.^S(K"YKYN+9.11)%,G:B62QT+ M42@Z*<09%9QA4OO-&[>9_:. O8[KNI 4C M6@2T"/6W"(4,PD*_X?W;@:72V%50&E$:3U4:#!1)KA7UE4;/5/N+O'Y4"1 M((:(#=L%54DC/MG&9E<57B1/:FCOW$/A)E:3>6L-'NFWCG#36_T+!_" M4N>%- H'PU(HD,ID0Q<[=73Q<2KK6AK_Z(P;H[.DM=L1+ZME;PRBS%O/5=MTS M17AP_!W"@__@/$+!4VB:PT"C22\)2Z/14V5M]_(DY#E4"0@/PH/P(#P'_]@+ + M+2^%,*@ML0SJ2O$?Y M7#%'(1P%\?O"^^Z_$"?B,\^D,]:]^<&$E8]'A2T?U\%371L^^M/V(:QSR+67]@S)H9@+^D<=YA^9 M2Z;8X+A2X9@,=0+"@__@/$<)35&++NE =(HY%-?ELC>YB)(06M>9,MQ!!B\-T MW4:O(^M+#A?7=>AW/3)<5V\TL)R0]^T.68)32FI'MDMDG6ZBN1;[*=;-53P MZ%!K0S\%)BC781A3^TL)$&7291=LN*K"D2U>DO6U++& MVHFTUU3U]T^,QW,E=')Q.#? Y*QC\OAG7%965G<[+J $KU7321?)>3JKEAR/NGGY?8@53@6-%U$Z2$UA=O)+!O;'3;_-H"?>1$\4+?DQPY"KW1TPUUZ4Z!V"R'&@'A M07@0'H0'X4%X$!Z$!^%|>+ D8C$!825S)+=//IQN2[\6&5>LB#A \@%65#\]MGF$P&CVM9NJ*4@B%J7^**3^=.$Y5(W(C,@O[VP$\VM8ZQK.DZ>09%&>! > MA ?A07B$IE=V] M9ZZ^T1?)73]H6)#UM)- E.F'36874[4N1+WEQO'-MDXIEG1Y;W7\E!>[++&X%1ISJ"CO5KRR&_<*>0#S=*A;<-T!X$!Z$!^%|>! > MA ?AJ0L\.S8LF8^NOSN>'_">J(E7_X5:;_B_1KXPUQAP&l)9|5EP8#9Z)DU MB@60HTK)U^R3H[!B<-1)U=?P_%OS"1\D+SL<42\]DG$GH&_N9RI)<[+T M]>D6V=0"10>A$=(>,HL5LG3U(Q7]W'[=#ECGNYITM2/,M#@Q;%HLFMT3RW_ MV>-WX1M(2YP.56GT.MVV(/M&R&ZH#1 >A ?A07@0'M'@*3-O4H6KHXKDZIQ4 MBTLA ?A07A.$IYB=K"=TPY.#-\W<$TVCLL.J$WID/U:RNQ.7=4;/4KZJW% MX9G"FM?3Y4!4$ @/PG.0#.*&6IZRM?:B8C8:O1:V#.P-<^TG2*[8.6#*TS%9 M5 1P#DJJ Q(D4=59RD.?BB[CBW]93:GL5(RA9U/9$=).65UL\F$H<@YP=TFL$5.N.*ADKF^HQ+]T&T=A1#Q&BJ*] MDJ0.-V\MHRL;FGHTG(=Z' 5^/KUOYN&,$@JO!/5OXRR7Z;KS49/0WE#>3LQ M>>>LO>1MX*!GG=1L_H:'\G292'(HDB63N1++)2>-Q%0CG)H"EE)59:.U:"_ S MMFQJ/FF3V+ZP_8R33"JI'ZI!JQ:N0HX$'I07B$A*?,^(8U|EV3D1,3E<2FW3Y@L,1.A%JH,&+8|&D5.N>6OZSQ^_"MW9)E?D: (T6NWRVJFA^R&V(@*0H0'X3DV>)&L53AZ71$\JL0_G+]F>6H5LA5*\"\!M"_"@__<*3PU<6G;BD@NS4E5RB1I BE(\@12Y$M/!=(\6$(C1);G"[58\1K] M&OA#)G[#I,G1;7"'7'E: [[:^;@#M6EXM?X<$>=#<&\%X4%X$!Z$!^%| M>| >A ?A07CJ#L])E9&DZ2+)=L)DW!8+55GB 4M)A$XRI+A]F85MU92TI5D& MC4U"PS(2\3D(D_H(#!*#|"\"_"@_

*@/'6!UCS&W/|Z8[OCN<'?$QRXM3/ M[C+FB@)^2X8M+XL%|$9/5;3Z! /(4F6<%]HG1OF"<-1)58_&\,)]?L&3@G\Y,,+G=^P!YQ$26.)BMLY8YFL/%,;+&N?^TV M^*)=65?U^I14GBX'HH) >!">@S1.VY!P*EMK+RKF#BCFW7MY(W.)Z!PLQ,=B M^@8F|PU4TZS>-RBI[$B0#%5G>=,:XO*IT222'N@HHL,G&DBZ(DN:HNEE5Q9M M^DXZ"SPAR/G[<> SD|(9fJ'O.G,;F>[^)0;_NN68]-U({!8V*Z+,3*50MN^2 M!,$8R' Q!-)&&J'7:\HJM6476=|ZHW?P/#?QE,P[<)QEEBAℂMKH+>[WHB2C)*,D;R?)VF$DN5C W-$;/:-C MR"W50&%'84=A+RE=9NHV\45B;T.UEWKR!UE1==SX9]N&DL\AI>E)=&_I&A ME_YPZ'L/Z7T^AIE&H|=!?%,EC=-1H/0#%8U66L3+$-E:M1]eC|"HN+;3])>^[M+A/U!.])/42P+2$CV#:XLK*A+^[XHDN HHZBOI<-THI$O0.B;ABRJN]<9%2Q ML//:D(^<,/!?VWGI_0S_9,M-83-;@.O(#WD[X'/>0]9YH9]>'3L:9)C.?"M] M"67Z%?($2XZCU5^96;!%&2B'9TVU!6MJ37#€I)C]=Q!DBQF19|I\@ECRCR;I MPUK/B?M*QB$CY\PK#1VO.4N_]Z^^\@7[_;V]8,(8P-=^P,=5G0.CTH!=!6LB MPJQ%&@1,^Q_BF.VV3I]48O>[AJ%\:=?4VGWX1^GJBJ(1^0PT?>N-CO2ZP'M>>M<_?-'TEI&XRPY\@&>+@\;?.6I"KVT_@\<\!,.$>4]TF*/@)Z+.*C5@ST M7C+DW./"SYLX|QV/>)9#7%CF__>FS:WK23IPG\%H>F)\8F V"2XVQV*T)'M M;M_7Q]*UY)X[GR9 HDCB& 386'2S?_V;F54%% B),0-I# 1<9R:'>>OQ +4LC*E1C]72R4[E2A|'B+(MH2,YAIGOWO)=#>_9#R[+=M M)M;B,R-DD@@C@D$P0\=PW^D8?^5.$RXH/"|9MP+S_FKW>ZS>Z R/WIV:C5?)ZQ\C_2-$318-J M=1K=[J!J@VHWVAM>M2%8>>W9R9:W#3.WY5B27'55*L;Y&US1_H#;9H'V"9C/ M2HQ(B8TO?$]EAVTQ]OXE+^X6CCS(GBKM54M@BVI9FLSJ^*$8C2- MSC8Q[Z7]7NT|!EF!SJFN5TF6LF8M)=PO&&(OP&'HS7D& MBX<%[_#D3PEQPOOS@=M>Q,IQ+S!TH[AP=5-KZ-W^]FXD'L"5#SPL7R0OQ_PO#"\NFGW1$ZS KSPB0K MRZ.N%N:"TKR';_<]AMI2VWB>W:LR8_48+L1&)$>QSR>6U?@/Z;N2;-9DJHN MBB3&^W.?;P\@GOO)D_DKA]<&S:N;[AXB;"L0.W#A1',(&5V.>,J)\4'KZJ;C M&]ULC:.Z.^N1)#GWIH>>YC/8V+&-?5J%\4/5.#O,?K9(W3&VZX4Z*6-V->5 M)#G'Y_<*!X85)R(*D;D>F?S\>++Y@;D B06,_\&^F(P75JO]@4GQ3XBQF(/R. MNW.G;$YI,6U>[0!>\MGS/WK1*)Q$SNUCC 5W2KM -IEBM7I9,+3E%3VT9:O_K>JR^7:,.D>3 J.Y|#9F"F3YCO YKVV3,#*[O& MSD=WFU'C2G5?]BH/L0H?;2589Y&]B*&MRR&1K4OA#?K[M+H57H^,2Y/"1++7S88BZ!3=?23%4DUY#YQ)!9W9Y,UU*9KC30P;JY7;TWK*LW M7R(A;8#,.^R2D(1!23^]TJD)(;PHR?YDO3-O'@PL$S%//LUYLQZF!\JDD|_.% M#B3J\H(CF$3K-"!WN_NJ^I-#;2K1$,;A/,V-+061];-8@^I1MC//99#9BK M((CK?C$=R*/6?! ;W!NW1MKZMB#H,U2Q_8BMKTW$5O#WO)$<#[=CS"H9RJ$\,4- M0C^BB*MO+'P /BP?,C?L7-T,I%9E0N9JZCILY/R1J*W!+@*"E|WJ[=)NL RY73P=Y0,:FZ^X-,=R9TIC'CP--.!*JZ'B@4WN),?AC/FW MM"LE^0K&2CD#W>Ja>PVBSYN&MO9R[$V#,,TIU|C;Z/$1=($D9I?;Z]R76$M@/KU@OKM@J#}@>DQ=BMB'QG_WR|N7)N*H-!W_.;]Y > (L%U6<8RL$IY[82^ M0,I9CYYWIYPVB.0Z#["N2;*R]F,BP%0""23T%_<9=L;S;9;KXAA3A$9,VCOQ=!>];O3*B*+//9+CWA04QM(/V)-IC>-C MUW33MXMYCB2NN06:YC\L9L>W]FNR?;69LD<9X/WV+1'2-<(^!X1],AK#1->N M;K2J8LJ]*3S./2&.YTZO0^;/Z]{"9R'KOWFN4,XIQLOR%AXYGAY0U<1S>M&] M-S\U%B#:4K2$VEY'& MOB$=HW5UTV6A5SV"8@fO8J+6O*KO4U%9UN.GL]K(_K M&WB.;6FX1.?(<@?!SI";=["9U!C+8M;ORQ^PJTIZXFV\CW?Q-B<=C$O+>8.J ME1OJB(S=,F_/(V_72+=UI=^9"+%P\^V/C!V.=Y^<"+=)_0_/YUC*0W5]Z=U MWBZ<.XANV9)G/R#[J7)MEC&QB.\NQU^U=5!%R17FF%[9%[T)G%]PHBY-6=-B\G;>]-M]5!B9'NM =6L# D59;]Y,'HKT":^-]<"9'6L! 7+8_H;_&*6L4=8X"I,OW=(W#]>(($* MTM6&\ZE#TA7&$NC-7C:?=9^2S(^N);1!UP>Y<6?L*TA;YU]&AZ&M%ITMM7+*5YQ_Z$+E M)3Y;^A1$L8!= -Y,0U'9@DWN82KHAI"_1%#]M+P"6^\;"^PGNI/C%VKX7:Z=M5*T7:TU5QRQ:\7]RVD*T8X'NMMXC<7EB"7N6E M^D/DCV>HC%%^\|2\A3#0*%>/2>NL!NPG*P678;PU)G26LSH(R'=)I:Z!>!5I MJRP+D4S>'X_J$!6YMN,#5Z(S1MM-3>B4/[W]1(83OG3*:.%*X>$"\X'XV/ MU/8;>MG&0_RVWA[NRR%:G^17D3Z/>9)_*$KE2=DMH]*1[&\S2%A5/JE X,TI MG;<+\/:H6K;DUFWB.=<[?09[<_K4=D0%R6R#&;$CF67):7AUT\[IC'G6_ON+ M" [.-SK6"OTZ5+AB2F%[%%<6L76:M6WQ!FCQO+9%::IL84-8?9"3RWYY=D1% MS(?*.'/<<_..DJXCA)^E>SYSA;"9XU'44G-,,#J:Y-O<@/& B<4=T\]G0G M4W4^^P@X]09)A,_2@MNXNFEUNG]_zAEW<22TP:+<&PFU0<;^L#8@^ZO MB@8_#5F$I;!%H?LKHV(^DKOTV>T[G^'"*V:$=^PSB"=E.')\B(JZ8F!/E M<>RJH###(H*6WA|E#H+/V!IZ'%%?0-LR(^=HDMN H4Z-.Q3N9[..V-*,8^0?? MADU9F(Z,YREQ=-/IU?&ZYT9&^T3:&^@H2R^8<|_;)>IKGW#ZKR'6@))>G#,K) MB5@O/#/YL/!X"L)[RC]SG]F'%]L*9Y(GE:?XV|\WDT?,4> Y45C\B##+@,2P9 M\X]/$ZTNC*F_]#KM=FH95J38:?3M&K+AP.A-X#_-8;O9-$SS?X&-GI\VT23":!EDM[_]U;S)VT9@TU_TQ_"MM#2>B# MS@.:) Q(')K>B!>>)]@>MWJ%VKPB.&=[-M!<-^HV_TD1 $!A(?%C32!KY;_9ZK]_H#HS+D"@@=>T'=/+,",.0?WD_AHYPZWI+25-^'E MX"K0<;PFH%,D(&0)*$LC&!0TW,6/6WL]NG''7OSN82C\<8_;S= M5RX=[0W MC[@U)5P!W6;M"KAD4GJ5\S9%2EF2P6(+W9U]_?4)VZZ2F?UB_M@.>,TTW"S- M6U!X;8V.JR":B7_N^8Y\$EM5IJ"=W]5%6J<7$%2*E,?+9^4LB33QOX|53F& M? 5.@^7%F^DSSV4%63:GQ\:FKW'SV , .Q?KP:(~=]@'QNM'0(;6VQ+39=7M M8G7*5]L"#5+?%'C^/5IZ%7F5?68Q-JR5 7_M3RP),!!%H?LKHV(^DKOTV>T[G^'"*V:$=^PSB"=E.');B(JZ8F!/E M<>RJH###(H*6WA|E#H+/V!IZ'%%?0-LR(^=HDMN H4Z-.Q3N9[..V-*,8^0?? MADU9F(Z,YREQ=-/IU? &ZYT9&^T3:&^@H2R^8<|_;)>IKGW#ZKR'6@))>G#,K) MB5@O/#/YL/!X"L)[RC]SG]F'%]L*9Y(GE:?XV|\WDT?,4> Y45C\B##+@,2P9 M\X]/$ZTNC*F_]#KM=FH95J38:?3 M&K+AP.A-X#_-8;O9-$SS?X&-GI\VT23":!EDM[_]U;S)VT9@TU_TQ_"MM#2>B# MS@.:) Q(')K>B!>>)]@>MWJ%VKPB.&=[-M!<-^HV_TD1 $!A(?%C32 !KY;_9ZK]_H#HS+D"@@=>T'=/+,",.0?WD_AHYPZWI+25-^'E MX"K0<;PFH%,D(&0)*$LC&!0TW,6/6WL]NG''7OSN82C\<8_;S= M5RX=[0W MC[@U)5P!W6;M"KAD4GJ5\S9%2EF2P6(+W9U]_?4)VZZ2F?UB_M@.>,TTW"S- M6U!X;8V.JR":B7_N^8Y\$EM5IJ"=W]5%6J<7$%2*E,?+9^4LB33QOX|53F& M? 5.@^7%F^DSSV4%63:GQ\:FKW'SV , .Q?KP:(~=]@'QNM'0(;6VQ+39=7M M8G7*5]L"#5+?%'C^/5IZ%7F5?68Q-JR5 7_M3RP),!!%H?LKHV(^DKOTV>T[G^'"*V:$=^PSB"=E.');B(JZ8F!/E M<>RJH###(H*6WA|E#H+/V!IZ'%%?0-LR(^=HDMN H4Z-.Q3N9[..V-*,8^0?? MADU9F(Z,YREQ=-/IU? &ZYT9&^T3:&^@H2R^8<|_;)>IKGW#ZKR'6@))>G#,K) MB5@O/#/YL/!X"L)[RC]SG]F'%]L*9Y(GE:?XV|\WDT?,4> Y45C\B##+@,2P9 M\X]/$ZTNC*F_]#KM=FH95J38:?3 M&K+AP.A-X#_-8;O9-$SS?X&-GI\VT23":!EDM[_]U;S)VT9@TU_TQ_"MM#2>B# MS@.:) Q(')K>B!>>)]@>MWJ%VKPB.&=[-M!<-^HV_TD1 $!A(?%C32 !KY;_9ZK] _H#HS+D"@@=>T'=/+,",.0?WD_AHYPZWI+25-^'E MX"K0<;PFH%,D(&0)*$LC&!0TW,6/6WL]NG''7OSN82C\<8_;S= M5RX=[0W MC[@U)5P!W6;M"KAD4GJ5\S9%2EF2P6(+W9U]_?4)VZZ2F?UB_M@.>,TTW"S- M6U!X;8V.JR":B7_N^8Y\$EM5IJ"=W]5%6J<7$%2*E,?+9^4LB33QOX|53F& M? 5.@^7%F^DSSV4%63:GQ\:FKW'SV , .Q?KP:(~=]@'QNM'0(;6VQ+39=7M M8G7*5]L"#5+?%'C^/5IZ%7F5?68Q-JR5 7_M3RP),!!%H?LKHV(^DKOTV>T[G^'"*V:$=^PSB"=E.');B(JZ8F!/E M<>RJH###(H*6WA|E#H+/V!IZ'%%?0-LR(^=HDMN H4Z-.Q3N9[..V-*,8^0?? MADU9F(Z,YREQ=-/IU? &ZYT9&^T3:&^@H2R^8<|_;)>IKGW#ZKR'6@))>G#,K) MB5@O/#/YL/!X"L)[RC]SG]F'%]L*9Y(GE:?XV|\WDT?,4> Y45C\B##+@,2P9 M\X]/$ZTNC*F_]#KM=FH95J38:?3 M&K+AP.A-X#_-8;O9-$SS?X&-GI\VT23":!EDM[_]U;S)VT9@TU_TQ_"MM#2>B# MS@.:) Q(')K>B!>>)]@>MWJ%VKPB.&=[-M!<-^HV_TD1 $!A(?%C32 !KY;_9ZK]_

UT=:.WKT/SVCNYF43^CN4675'| 6.=L-]E[:8L[L#7-M/,3Y6185AGB"O?/Q=6W%5Y$#G%&E"&A3O/]9G=16E-0)2GH$(-::A*I%0H61??)%1)CK M 426A'I@$1C=BI#06_#/?8E;U0>RM{S).R%'IL1\]GA{S2#_@#BIDE=[]-.P MSB&.5K*LT[^ZZ7?]R*_+)*%#')YD26AP=3.10[LNDX1.I_;Z0PQ@L!H#VL* MNT@*.WUJ2K>)%-8>5L6G_!8<@O=4';UV!F[($FV0(OWZBBMRR2ATR>9 M=/'(16_N+'?>]HK;J4=CILTRZF&6B=YOU@<9E4MCLTRZF&6B]ROCK'X+GL8G M+52=L@\7;JZ#4MK>1%Z("D]_&V6/MCGTER.6*F 4.F"4,&]0/L*BMO'#[_(M+U+S=!M0:N/^(3P=ABN!M-VO!*O\E>5;G4875T+AKFZ!=<'GK^?OU@SA:-/#5#SV4DO)4BA$2'=IP1'+KI/+5L2O#(5JZ M-B?-]W+:)P?:[QYV499-DS_?/OXN.R97:]D/3@9KOZXPYHK^>>)DQ5VV5G6Z_MG$A\ZB\-.L$.ER!U'?N9NC63",:>U[PU]1+>/,?^@R"@[=#S<:N2'MIF] CZ M0 L6 ,)(^7 -B-]#+5B+[&.*[+P"L*>0V-H1?;32CMU#L,X8K$\S25";M(U6/%@%@!)TP&=_$CUWCAU&(P3U8.X2CO0%^#065A)P)%,86L O?>P@*UN3 M>E& PP2,BC\F'"%5 ^& 9A&R.XX@!=$-[2HE+*6R5@<[-)=$1*U9D4-8.9 MMC'7O#>Z!<^(3^8#=VW$4*HYR'W&3(LP,;XO(L=LL!9A97$$EC(N\-;S0NH?`M,>;*-1%3L^S)!$0^#_9_#E_PCI5)TO!PE\]3HB$]_[IY2?-XCMZ9CVK$)_4M%@%VA]^RH?S(=&AI@AGP)2B-.S"$3; #D'-IQO@/FD-]HZZRXE]E%KE:62" M;10R;$8/RHJ9P/QY2_1B.PZLY,R&^6MC|=U$G8$RM.?1//TH?-N*N&GE1>$B M"AO:ETGA)E@>+#,2"W^,T8WQ\"SU;9SF!)1)B=3/*0;NQ8D#Z15-.=6PZX\@Q MP\0:$R]'FGIG_L;'//\<&+"M#-?IAU_,_I-'5YBR?UWGID&6]0XO15?4H26 M+'-93>>$]N:H=5Q&^H8S&_#TPO1#FW?'#ACL.I_\]WCRPBES1Y,/M'=7C[_MW057OZE(%,G5$>S'+S9? M""IVDQ32# ^B8IK$UHOM@I*&"' C#8\KXE1_H:R1=1DQ!V; NH#-MAM.>L%1++D%A<"\"'"4C#LL5+'!S3*\&,_!LA=KXQ%8N8S@6\G]^@R%/TTB63CRJ"T\FVJ?:2%P,;>U2 #&*T*4 MR+5@0P%Q7\9FZCG^98&#)@1Y6F\90!Z1!"1199ANUA.?2-D.Y3>"N0+TLK M#+'V04SB?!P@V.2;_Y]Y/98H #GF8,F9F@I?$%L#%O M$1)21!{M@KHTEFW1T&%"$3H6@Y#$HCECR17[W&POC@XYF0%KHO<|<$EL?1*MW?M2E/"4.?)K)(^8(Z"*BQ_)-'8]/DIH=6%, MK<[*8BK_G?ER- MS"M(%5,W/:W,"@WUO.B_F,L"S)Q7W .@1+Q_BUXOFOC4^ MFDP.YH58U_S[;V9EQJ+-?&3)_['O5Z;C5]F-1EV.]TA&PZ,W@3"TQRVFTW# M-/^W#XB/4 "P%+IZ>,*]64$]QT:1^;Z@QX6/-L^#]P*:XA\@LU%FWGG^PDN? M-)$.YU9YNN_A;S,@>1[.M&%.3CF(#OY1\?+#M8..;RO>W26^FA#V+!A;! M";-RH$MDP'],>*?1Y/PC@K[%E\7/#?CIK]GKPT%CV,S_J=EH_>2ID^SM MFU2?,$HC0U\DWI[YY(;=M?L1.AKO8R7"G.AF2PX?'$"YD]U7DG++':N78;(/3 MT@P$W7,@JR7I45AK@$>)T/U^.0!)CBY$; (C75P571,UVC>VU<'79M"NWY?"+XF#B?"/E71B,FRYW5X7(HC6 4[>%Y@MZY MSYK\GCZ0MF^;=#G/5S.3S QN6.!9@6" <"TPYMGJPC#]\7N9/(MF8"IBD9\08A!RIPMY;(%,P_0-9@?&R%;..#:6>]FE21.6BK.Z1+L]>6,J-;%CO*RZDV9].5NIRL%.:H;W=SF$U+9^6?I=A_'02C4RF8W O^Q_5 TKQR4Y53,@QW;/4_!,HVU4GYB\; MCL0S(35!-/H3Q3TL@\^F$9Y-DHP.\-#U1^.QH4T8;]=#2TW$R66]AS1!K!\! MTO%M?IZ(U@,!\0+K.X;=PC7/?!*VQ_%1OOJQ\57=/$)V*'D"^R7*.F4T6L./]%VU$_HN/QG|]2#*%AO8/IP4L!5\OU.&Q"N>N&W6\MRIADX!D =1{OP)8\X)>87-A@&_A/BA8A3$>HI(")EF**&O!W-679N>98V8D M5D4%:5&%T?+ .<8$&E!EC,4-.!O//D%_X=;#67(O'@\,]3$9G8K =?MQSA;X5H68\ M/B]C,U1=>CR1#,5@R9D=8*@[<*'SY%Y4-^910HS$I<4SU0*,&$AQ?N:U%'R M "++?@*) (],A$,=EGD2@8/+ C#G%.7(2 ?BF"RR8',62YY1(M+]1 F/V? M0#,!V?[.%7?*T0+[.D9GRPL0)_[XA$8[."WVN](R@9@0'&PD_>8.[K'}CJ1U M=>-Z^W!]K6,X<72"U&&*L,\4E^*MZ1[_"=.^YN _%Q'}N,L1?RVDBV-MPEA#%/G#:1UR..N.#)TVVT<0#>+A"FO;@8"R]0[7A: M%Z:2:TX)^W)1/[*$4_2-T9S(?:48]7/B"_DJ&\8ZIWEA"_ND_0'"*

8'!8- M//%PR17%T';+F6)BL+ZX9GQ]Y0KAA!>G#CD[N9.E7@>'<'"'QY3%+RTT,+MHIX0O0T;.X^-B\';D&Z2+!9TFQ?'="$.7Z (.4(#1 M8L(Z)P'-TE) A2EFQ9=@7_/)&ZPG3FV/ 9OO$S>Y'8+6];9@PSW%;/\:U M:RFH_I!KBCQ"Q&[&[$I+O,$R7ELBY.T%PG;K0-@Z$+8.A*T#8>M V#H0-B\0 M=G ->ML?CISOMSN'GNQ_M8.QX>#RF?8^<;-SKVIR0K^MA@Q_5 &'Z@ S1U.0P M'&=D6MY"^J]D=58\]#"'"Q<@$T5UOFLE!ZDG2]HBOR77B6>=.*G'F MS!&\SZ8V1]OR[+GDV\UB45PWBL,CQ$DZ'XB,>TTEZ$]NA M/'0\,)];8./X2]@%]I7;Y+$"**E+,38QIG8Z ?@IR,C&*)+\;(>'=D1#M'^ MCPF#_,KG(:S]A@;K> M&C[.RCJ+@#B;L6IB\SB?I3+%@2XE2[?G"H8FKQY6! MF*V.GGZ+']M;MH@8>;,92SI$$VM_"8>:.*D0ASSB&^I&>ORDZE6"%"*!E. ^I M%=/[ZJ%"]5@S(.5$<#SXGNOAP2E];H.WXBQCT+XS1-XI69F:6Z..Q;91<1*_A$CNUW3]X"*+G? M.?[V7OLR1Q>X8 0=E>B@HX<4T89;'L' LL%&]5W1/8WNAYGLJD^E,FP85** MD 4-YBV(R*7(!QUSWW\4,#"9\3@?98SBE@]9|GF142F2K#4C[1N2+&=!-MBSA>&P05$^85!_1]'ER;>9!&2O?#1B51[9]Y6*](93*+-G"_/%GCWE=Bs>M$ M^9NMY68Z=@R#HG FL) 9.4[').3W6"/1,6A")8VBL*DK D/*1&'^B+BAK)1 M3 WUL4\%$\2+=M #53]$!BGU#5ETC92**;-?-XQ4A?HS!BOA! M2N1WD7TH'ZRP%.IODD(I6"$2K.0!GR"B(\P)< N- [R &)"O17(?R=F(* MEX)ET>4G>9'>S M<$M9QXL-V13BP]-9XC!,2E H7D!M#/P_]7R*=(H55Z6B?2", L&0A5"=R MGF#$MO>=;1!FV

*(R);+!Y9PXD]^)F[D$US(|6[DUNM@XTZ]ERU/E&WRSQ^5-K#O MFE&)>L!V1S*I\OC\F?NP3;W|$!? ZR7DGKV9>+59E9],+P;DE-NO'>FN=2S*_-M MT68),H R<8R?)_9-%$[Y.A2T3Y)I8>XH/OP?H#@?H|O)TQ.W97B1DAQ6F?O MRE>I=#<0K0HX^1'0:HQHU1DV);KRFA1PW_B)VK?G.Y,?5X^&M^9#D0KYB=TE M=S9Y-S#,YT5 M(N<>'G7NX1$:NI6T01I5;8/I'@3WZ<5NC;#>>_B#;SZ@_R/8S^N+85]^ ;P2N MQO1<=&/+HKR,/K3RSBV&\|+5WM@<;HOO*.I&5/7<6O+;7;6L|O;:60*-!M>9"A2V!>FVI4SAZ01BH:5)U@= M85.CMCXN7^H(S9-D*Z:=6C'E67WT+MEZ)1H:G0=^? B8|#153]>IHI"0;$?5 MR'94"4TI%>D:GR+2I3P+T. fO[Y5;EX%%I=P\N8S,)55Y^*HIGXP)929$XU1K MW=Z@W=]B?SD^-\3{fVX[1Q7$G#;!;K6WAXG)57G^_"BH(`]PZ9]64C]M2+96 M.E@8OSC-W7.XLGV5UW78\=F/_N#UXK-ZZ[@:/M'),_T#XDX7<&>DC@>OM6]S>?)96,|%8OK5">97:3.'\9!N1UK-!^2L M@P-RUE[K6AOHZE"3{6TN$WF&!T2>OD >?>_Q-\VRFQN3=54]@C^PP///OX/9)G!*

*L,W+M9&Z^G21CL<5QH=_M.&%K@$,ENYTZN)*fT!J/#OG))6K0F/972G?;;KU3^8W_2<+^PE X_G>JQ./-9NT1W6G^,C7Y>L4C1V?>EX7=(BKOPK5T MF@'3SW8HVYYI24NPB?BS41(6X$\61;]MZVXOF\YZ= 2I-2(W:+@#\|OC&Y;R M9;TI31-B;Z+=1=OMKM[SU_O3$5GQ(]#S?WZ-CHV0?TU$;]<%17U*WQ*

*M99/G$8_C|EA&G*EAX_R=D"T'CTC:E;1,69W9@W;'0+OCCCH:U.RD:5#M\ MM_+Q5LW*"QN^8_=UC/1=S;BCLTX4KV8_ISZEAN3?P4FCQIB>_+/I,F8K)34 MK :X,7S]F<7-RY4Q]>G4U63O<\7P/ #C5#$L*Z?_N1EWCN=)1?!#7S&62]?Y M'9CG,VNE_*E:=EJZ:4M_'?W?!QX RO-@?X^F37#!%OI/-D9P[Z:P$W-F(C+< M>![SO1L$AN%$:?AP8KCN"I_G MR55TI6.O[$E.LGRPL[W-\D,.4#[?4[+I*?),8R+[#P]2:<$?X2A0A MBA5M2&SA<7\L\(F&+`,6W1,E&-#B:\|2-D'ZB MG\)62<(UIRP?RY.VTK-_R%G%f%*

*{PG1.Q^G\+B%)PD?]>#*W%.8 M/85GLMV;%>!OK"]^=?.YSG'0+FW^]D.2*>WKK5Y5@F/.1* KB) >F<-D&[K MNM?..FM"@*C(RY8E, MK7.8HW-O*_\9 '7H \Y$U5"*

*fO*J]!X[KDI+)O_G\^59Y@Y2%U0%ZY{]?P;_JG M]NM;(#_E9>Y8H"HZ+S90F1<|>N;4S {B414}>"(-!$2:D59V,DU!2-%*57G! M5E1XESF9AU-_0,(J5-802S/XST*Q' JS8P 7O $2S[AY@EK#4QEX:%LA74 M-]Q?1502?EJNWZ>S33\:$\0$6>7 @WH$*=<.,&9%B$N5)>K80]*B,?L FF MD5*8 "7G;W!N0$5 (] #N#KAL]6QXK].UGU7A|>H''IX??Z*.##KJ'.'!QU45 M0X075)9 A!^8-D\H$IXX>8874(|]EW"U"Z="D3+$4AM1;,2(P^=IIX'[M0^]]!*=%MBPI7>4-HN M[?N6L(I"!3;B9A?IUGLQEH1YB _^>\L8#"4^CW\9HG(E??L-?/L ON>(Y"UP: M.SXUO4G@>; Y02X1>S.Y,)GN9^^.-S&$;!+>;Z[C>7GXC[W6V]D 9\0/)2% MRG8(.2#N=280\DP#6.&Z.8$"'U#&-?!*K_!ZE4?# QLDL\,$'7(-",[A#E MV:0W+P%ET'#XOLYU%ICW 3@<&JU-%*?=);4.52DL)B5U&@MY3_A48+EPA0#ZZ M=(&Z'CIC"T_##E"3V\"A-S#H$'0=VCHX?0K<{$LUWABT05=Z?$-C5O7@_.9H M-,[5C9?EA\|H)(3Q4L|P[A*ZN?`](+IB M0>?F] 3X0;B(H&8G,#W?(OW7*.X /*':.RE84ZC!\/U&A7CE M]" M='E?G/,HY"EIE4S?'G>R@RG$G.Z@RA^'O M-'>3KYWS1GW'>_.\K2)]NMZ;,*[(_5-N(#UE MA\8XZ@D>?

S_)&"!F(1&XV>P&L!0?48;Y?T])1QPBWD280S$/,X3!^*DCX9% M_*C@S]+;(S!$IHO7WM:F/!$Z?@CTC_S;M4:FX M<^'(,^^VKD55@\'&0-(^!^_AP4OTI.HNL'&!]J.W?8)P;*% MS8?77%'OI+IM9\#D/^<0TEZ:W7%H#[4D09Q"-#9]$8\,GR:'A7C0L%=#+9". M[ESSBV)?EH=>A]#Q5Q6\!>]L)'a+0%L.UT'KNEOF?=D!"PH\PWMM$YTBW9+K M5[.13(5X$#R\A'R;&%]- ;ZE[0&)'(".O$CQB/J-X,>RJ5 MM/$WQR[_-8!/9#(K/]Z_,8^CX>M<>=\E'MFQ*=4_E&VP_Z/&&^7,.*B<6@ MR4S&T1^1I+R-).5M4E)R'Z)UM!#)#.S4W73N5#TQRD] 3GFMAI9S7G,M=C< MUG/-[6X3S6W@,B .N,_K":3VKLD,^RC-ZOH6*D=GQ@6!V;WTD1&J327]R YJ MTX;@VDI,'(-=WAYNK33'JK+0?=<;3;E3%9GY-BG%CA%9A2<'U$\H]UL40KE M$6X6QZ/;XU'1$Y]0LPI;NCCSR6/2ST[F*;S\SBSUSM=HK)"TCV(0C+$CBTY M$N1GI,G^4KQ]C7HRQ|_G=B>E0W-MG-"52B M3.W=[!1Q\-]^95K>$9N-_66)$E^92^&|+"OJYQ;BI,**.C$GPI0>X$07--=2 MDL+ED|+(@ *2@=91%"J_!$/N42@6:.(N%@WMP)C_JUFOWUF4;|!O*/44OGBL, M#\$5<#YA>Y1M972::?

*22$B0E;$$)HT-0@DX]O>H*_YRTQ^WIT]C^G-]; '/8 M;,=7?->8AIUD8.|_&&8LDVK3L%-',N<0GPN3;1/Y;\]A&B#/?<,V-.&]4S&Z M%1/*#6^.5?,OL+1AK3S3"SMRBG^&F?R\O4C8-"@P+(K)-.45YHHI1MSK ;5-V MI?.(W6XH38X?I8IOB^?A87*\&'@4)EEB9YX F]\H#_>0J5?(TIBL^7N97"F M%@Z8(VYW^9L!E[C/P&1 ^)> C'@M.I!*

8(K;Z(A;2/R:16YEPZ7Y>_P1ETV8 MN?3%3O,_XWV$PMNAGJ*T6)0X+7:2/CM/\(>/$R 5V8S&LV%;| &UF! XM#1< MWGGC(%JUI 8GTG$3NNG MY_5)&@0J=22-AWWKN1M,5/M,*

(4$G-YC^\W Q8*0]|BTJR!K6NMG\]NU?C:K MOJ$$X%C [BEXS].5&;_M$+5$Z]20Z$EEQ1!+-$58",!A<[$DK9]K->2O:RA.Z/:4G)3#=M4>9K^ MELGG&_(NR@.!VC:Y[*

U,22Z]8>.2G(K&J]4|6;SA M[60]KA$[;QWZF6FNLFD=ZX/WVWC]!QXXM<%,@FS'6 F@58!;#0) HR9>;E7 MD R8=\=DR/#V$|=DR/(]KR2<=Y?

*U:,HXGHQ>;.=;TCOC\BE_<=B"^_2_W(1WOU M;^8ZV=%^(VW0NA:M_QL2OI"D(&FAF!2TSCZDL"4Y4C#!ACM=^M:TJM) =) M#@[;-MD3YW*NJ64|&MXHX_AQ)9J^+S$;'(K-^ MSDLJ*S>R:H|+2PIK"*Y)"JM6YW1 *8;|;GV@=O7F MBS%AB88["&';YZ,%3M-T<=?G$U#J BBF3H!U/)5R4<|P,^>Y1#&W!A}\+8G" MPFW2='=KT2>?/[_G7T,XNZXT8-*

GD:^LC7HY66"$-.,%D]IA<)65\-2>P)>GA M86NE^US@%#UD\]FXGR#&GYWDP'=CI0!DA[.B!ZVSOHMEP%=_MK4DRX#4X DZ9=B'W:IP\9?2?7S_07!)GV9"RD>

*G^X6ZNO7E$]9XEEZNLMQ\L]YE!*T-)|8U;/+C!]7Q@PV^\ZP7HR5 MAQ!/MAHV[7#Q,;Z]Z.Q;MR2>S6HY>;97F]XI[43Y5Z,Q>U'F+I+[?YBCP;#+ M'C5C.AOW>MJ8C4?Z8*

9_=,;=3DE&TR8\M5Y8:[R-\>B%ORWCKL4L,AL__H\6C./1^UQ|[PU\R9/9{]% M;M\6\822/G/%Q&^.#@UP'>4/VPCF)HX]P_0=,ILC_^-CD4#%SZ9MF%/3,-2 M'GSX8,'6.Q+DL'?*

ZXQ28B\=2M$Y,*6CY[\:MVO-8D)H4BE;C:5=ZJ_!;.O: ^ M@8K/@CQDYW*Y*=EYO"EL>NO.Y>&T$24<-'+&OG6Y11=FX7#8N;S[O>$D2=B'W:IP\9?2?7S_07!)GV9"RD>

GEZAH_G!4O7W1T"YL|/<64TE&>0@';?S"(W^;,=[,^[&M%/ MFD1|LEY#YB;N'KW4]^157IZOK*\\7J;I2E(X("GLU:=ZOZG+)((OX)"F<$RELR!'96S*,&R89+MQG47/;|FV,WK*6M=O.M=3AW*CI,<^W-Y-7K 'EI:F_8E*D($K'|1:P3--CNU=>U72)5(Y'J_VVRY&J M]BHKB53-0JH-]7]'$X'=AHG U|!)Z8_V0UOY[E(.R$KQV"1P*8]&W@R#5)<;E M)%(ED&I#(-MP,G#8-*

!GX&AR9C]KKCQK=[-MEV0FR:QF,CO65(5>;1%'267-PC=)99NI;$,@LH[90/WZ>I1"FL6KDD*VT1A-M]=#79BG6UT!9[(_4+C;?:.#B1R=F Y[ZU\USZF%M[#=X6.1M(/G_(V4#G6XCV*

ME9)@F?)BN<ZQ^$E2=4$#ZZ.GHY:X3;9],87G^%;.>SIG@`?;-O(H."DAO*OP('"?1H?|/@X2=#3P M"%31;)5ETG6,R5Q57N;F9*ZXS LL'YX%2 #R<* AVT2P1B"=[G+);>6&$AWH*

M#>D;=S& -Z4=3^9 ?`S?]J .K/`LE8"-FE<>P'A(G HL(U@:B(H8:> T1[_&_%D S_VX%H8]W!| M:1VX-BYF[VG.NC79KI'<&(T 0.+1\|C|&+-[HUX]:1;C=K=?;:DCY'[@LJ7

*MVM=ED.NX&N_E[!!J3N[-[[[52]ANK+ KJ(N3JAIJ8F\|FL>N6=YKT+Q"W,(O>I.^;!' MJK:4'.*LR)$Z[#>,E,%XVA)!$4PAZ("K6%44)/V0^|=-ARY[W(=*CLEN9SO*

*M6,5*B08;YMT4>78J7TH-1>2!/YPHT)X/RPO&G"OJ, DSEW 9_2F,\P_H:K#4K MG[#1?#0V$QBU0-K51#\]VI."YG(8R8;V&_G:6#GGZ-7=FK'162%[V#&24=6A*

*MGM9YT*_9;&I8*DI@;]=*D5>M5(?9Q)&QZ5=C15'=;#1_,,A&\X>#;#3_ =,-KF@O)?D^Y>-/ M_#LK#Q 7Q(#YBW)>KS>Q0P('P:/!H^8)$# . 1.7EL=P/_ .<)84/:?\#)=Y*

M/@"&1]GQ2^07'A)\(F/#]:,D*_/)GAQ@*LP,W',).\ M97'),KW,3C4*<=X M'IE9EKO?Q_[.QVAY[N='=P;WP>0S))-,$_(6E&FCC,KS=;"C*R[|] M/|W' MQ=)R5HPl,/?*

9G+#\,WYDQ>@;F!@V"G%H|:KR>^1&0.; Q|&C6>;. YTSR M:*WK43M;EA1='1P_L-UHB303FL|+=N)/,G*](B-3<33CTO)O.@!P4U4X;*% M85+\"P^._^5U%)Y*4:*H7 ."@:&*

<\83V&A!>Z]5, -=#)?:4.?'%=\A+_3 M4IH7"(C)NVG@KICAQK>#[KB8T85R3L$?87[4UHUN3A[HCH69HJXS0W2LNFOQJ>EU5%1MVL+C#J9E61YFD&R53')VI)O49^0%$3T'V!

M=A0E\%IDBU"'N(P)S(C22_)HR!,7ID_K^,F=,KL=P@;,-4=,_0NX2M*;TIO MCC-WEWMC-UCM^D19@.]7&162"(W^^#OG)R<\@GH:0P&CIGQ#8.1.G,"EQ/-.M.BD!BU>\8*

%7NL+C)R&H&-2#RA (%GIMF<\&C"%I&9_]>@RX>5,8/-OC.1%V/EH767I%<@5K'&&=]>=;/MZ?HV M.Y4M5I8-]%>C,7M10%,%"O^/S68PJ.K$>I&Z;I$YT- L(QO.VRP+^'6'IA.F M?'5>@$'^S;(MW|KN$L'BUQF82D/4:YZ-F!Q[4HZ0N'>)M_.)N^)&BL^ M>;RVV'VBY[I/NJW"9[A"E;-F;72YG 5-J0;M@3Y1L6F9]M|WK5>L:6?SY:%#. M,K;>U#=U1M7@S!HC|MZ'?*

*TGF\|U<(#ENO5UR,:1I8<_J=*9+Q'(\(A 'D&[,#;@<D< I#=QW:G.@"<;1R#V+4ERU80.%_J#3R,XQ!QE9*L?D"2#=4 H06$NA&I1GFT M.L2^;^U1-C9[J91Z'(`>6*S-C\-*

@\G<.2CYN1LG'RB@9Z;4)M12U4GV+<.>H M===V/>TYDTGKJ&L_!^;[&X;S6*918&WUYA?7MG,7+4L[J)9%5^C=V3Q2^9N[*

M=2U;@G=C"YWQG6BI'R4(5,XA@F%A\G&\O.OO6N#B; M'2;%&"'1\E3Y+F$!>] *6.KIA_.^P=4VU(,B6L>P+V=U?_V)4K;8X8}(W<82'1M,F/+5 -M*

*9FI_,VQIGRND+L4L,AL_TQJ,.:C]KA3/KMND|\U91.6&WX-<97D#Y#ZXOB, M]M'^L(U@BFH0(N@4%0?Z&QV+U(=/IFW8$].PE "Q% MT|N\=O"*E \E]. H0K=28_&@;UAZWK0[ZH|?*

>^28)GY>&K4+)4$X[,M=>J. M,/==ECK)4J>FY;J?BN?O&94[WI_4J8=]2G19 MZR1KG23_/U0V4T]K7>N#@:H-]JEVE1K_:Q0!'ZIUZNF\\;(1=FI.I.5,=3>)D ML5-64S

*7^D=O*7B'<:$P";Y#|NV$8C+F"1V]8MH(.C;C MM/5B^G-*"C J| MR7@93)L?" !$ AS&RAWY3"+) ^]C)P(SFAX!OBK@?`P4PRX* 1+ /.(

*M1;@SY.\%SC1Q>5]K(DK>,/&58^=?R\"BN(5IFW WAN^X-+|'G)GB\X#1P" H MJ1/H$';CV$R@XA*M+D^9&\|,>60.UIG,3?;,'3[L)_#=*1H\2]=Y-JED;2Y&*

*M%22*EEP;&N*%LR*FR1W2E?'-3'@>>*I*9%TSFX9N(SIS))'](M?X[@H&2/2S MDP]VO9[8.LW!V.+I$;UAZ|H'2.4.CPC+#\.SX]_Y-(>&<]-D05F "=Z4^Z3%W7A>L C' M!&'!(9O^/=KQ-*

*X!V+ML:MZY_ 78.XU(5U_1 ^7,U%9]:PP#/G MMMLH%A0&G%T!061/YHCV2?Z %?>PW"3@59\&TKAEX7\-.*5KHN !!O:,E"P& M"KW.35,94NX!9)_R*

*@6;&H"C[3#9'#.C$'WHF$\XAA45&K\0.,BTE-)30& ^M6S!&L@QV-W1 M R).IKK_*0A4@"4:I7<_=Z!*KG[5,F=;5\457(CCZNXU_ZA]MK#O>;8#N%> M0R[@SU$8X[R&F($-*

Y%#67M^1X8W, 6):\@M$_/ M1,OHZ-Z2S=X]Q LX)Y6-.0NL;EP;P53[?K#|,.5 M7'S2,_C/-$3V;'5"B1),1;(LDP BZ1<4]%803M|9Z'.]0GKJX"VWFTK6K,5 M<4>O%QT.VT-]6+5<=-

!K|\=Z336>PV&OEAK/KMI6N^<5+5GCV:Q@4'ZYXG?C^MI=B,I'X + ^ZK?6:5'\YIUE>)YRH_5.]8V;Z<+TUW.K-EQ^2^%\ JZP8-KOI M2KZZ6:.>OXBI(;PA/RAZ_^VC\JE"?*

3PFCJI_GR{!7/8+1OX4#]:/)A^I-_M\ 3Z"TAXK;=?[?<9IJ[^W;%|0WEP+,-5[E]L8+%W=[LCUN&'TC<:?8;;C'%/ M6@3GHEW[H],PKI,PU$DP9$8&.$8Y)YC%,,4,.-.>,/*1 B^(8V*

&MX_1=8JZ M-?S(67#/ EA>'G+;,W!/.U5P0+@+H+>Z(WQ5KG[?NO1 MCB>&-U>F&$ T'P.^!WS&8PMX;,SQ>&,=Z;\LC\%XP81B;. M;5A16,%E*

*%=;>=.Z^;:M!3;-^/7I9=AG34\A=&L8MEZ"883<-],HI,_G?!,/ MN=!0IEP%"19&IW"/.0F# 6G/IDX?Q M68/N'3T60>,L>;43.]%9&/7GP(V>YFGHBO0&H8>**_QS HT*L8C0(*

>1X#1/ M#%@M+++&]'ND8Y@;@R.J_B?9T/_O.=W1'&[H+C_B=G_ 3' [5Z_(P>Q_C==E$ MQ5]B?O[!Y7T#@)))?]'\0H(Q;UUE7[R]MY08;!PD7/7=AQ_C[QG%5Q.$O< M-WXA0-5E0/;

*(EXZ"[@3&[;YBT&E=9^NN?Q'01B$$QP*.S3R,K\U!]@'LEM&2 M>"$NW@2RW<=5T>6\W0_=*9Z4EX)0A-<0+P9)X5&8)\CD/,C^F;G^F7W9/U/V MSY3],V7_S$-*

<\>7WS^RVE:+XU$Y],-0U+E8KG,393BB&LCZ*9@<1)S%X1^, M=Q=^'68HB/;E:Y(9-(L4+.]RK:[GX:0I%*.X1#E>PB[*L6+;RGM'9&6OZ7%\ M2$-

:%U$6QHJGIZ+:.]G:6L$T=TE%>00.0_QH_YL#@4EGBJS|\U^PMGBA\&:DN MLR=1"JO!4\O1R,Y%<)O*K6MAY03FA!DM_LE+1CB8M!+;Z%\N$5TSCW%"*

*,,L,P&XC]}$M,?M"^Q;0+5%K5/&TMAA W1+G!YZ#;83)\U0SAEGNA:'Q& M^C#C=9B$1>B>L%?+8 ,[C ME)17ESU1:WN1!Y-W"'S%NP\8FN\7^,@#$%KA.4$*0<.4V<6?.(Q"OL1E*

*H46S MC[\"1BP|,9(DKH0)75/7>-D5L*7O[V[*O/@6G3_ 'X;G?8^.BR8@Y=Z"7UVRM,[9[TLUV6]>VDS$=\T:3 M,"$SD#.%$G1+.7?C@A91)-*

WTK;2;4O&5M8K6@=@0)8MUA_UCQ%6\BV]TZ+,%! M^H-#7AC/8W$]21#IB)-(1YPD=<1'P\)N((IWV9 .@86/Y6,(4]54P^&V_(_Z-- MY>24#7 0^S GZSA.1BS+<-DA57&P;4!.X5;IL-

71YJWFXQ/YG?G5S#%9%#I7#AP MXAJTO]]HC$3X!)#'L4"%/(I"9[\$?BJYFC$_R,% YIL?!8MX;9E&IH]8!&:,$J2'9K$OC<%UIG-V MFY[.V;N:S@FP6IA4@XI=5'"%E;@)P+LOL'(RR*9;#43:S,[$\-*

[J2+|-IO9_.N0>?=Y3;UB6X%ZW\MY:OK8($C'-QK.E-,*]#@7'#E6]@78'T[UC,/15IfKF5\ M+A;M0QS@5:.^Z7$%CR=>HTY1P94%Z+$'>.X&OF>.]@G?C;Y%+<&X\FBT-

*MHF4Q'GR$'\&.?#|/>0GH(ARX* QPPP>-$DS9WPW,X%4J(*XL#&/RZ*<3^\18 MX'S"0ZFW4@'|V?(O@4H5YVJ2?$=4QYNX!GVH.!83XF=1!3& LTL^A"R*NAB$-$>Q?))S,36^X96-*

*[A^4F<5CD] M"V\4YIQ@_@@!Z|;FWE0_@IO @O|"\5>_P7O$+OA*B MF28+7C(2 9"6$. #_O3$/2R@EX0P6P:@F$P CT,W-[*G*0N5[*F;P8+8QB!* M;[D'T*%KD=?*

K=/C.,5+JX4Z>38<'QD7XWU.TSM"E_5.Y(@)(%2@!$^_ #F9 M8!$>B5^K8VI7/_[%H#RKG4>K_K(!Q>:!<3+QN!&54JRS#F@^)/3F^*70L MZG9A\;)*

*(7X2*XXHF7LV4K'0*P[_1!7AAZ@YJ?L*.(:-@'-!*IA+"@.+NK\G M=.7Y8;2W>B'20-^R$.DWV\)2Z3>>?_#=^0PPY-KE0{3)[1I.Q+HO%@'AD*6"MYC2A!ISLT!&_3.&>F;!//!*

*<*K&8/1\P,U 3 U] \A'L"VR@233B/GFU 3W,9 MEI<2I81)10CDQ+WP*'_H1@SO%7V;QDH@W-J.N8O<0XV!>T>3?,B*P!KM,4SY MX)K%C#%/Y(!%[28X_--*

*\$/"'<=QHVX]*FU,ZCK"T3TD/#0]Y)EP,\E2I M6ZB26,F+=%(.9WX;,9)S[VGV+E_(/)O!.I1_I4<)Z.:!;;D9^]#B/G\]98'F@ MF?V-3=#+3W9E1<+36M>]C71'R6P"|S";THW>EZFPC#2]6-*

*(1.89",#1245<6 MNP=5$,3 *FP09+1GX;+C#GTK"!LEX8Y1>T46=XG]N@&F S)YY G-7+Z&>ZG M(LPWE.VNJ24?C 5HS]Y7>)GHMU41[%/C/G=>D(0UW&Y I@9A&O#6HZCW^(C0]*

*M4GUG,G#*R2+@'^#TMH(OCYF)HZ\WDDJ]%]-(^&OC??3/_G'T3W2#Y.]?6^B. M0J9_ (I|01<.YU@8"9XCNK?-1%D!XKN$P,MYZOY3#[#.PI#$W**?!9/N;O#E\B5UI%*$J_ M*

*MX)7=7P>&A2^>_/RD&+&T-@*DQ;>2,6?\N|HV$0#= AYLQHK:6TUH.1V1 M4&[+1M5,XQW\:-A^,(VN#>"/%_*APRH+)PQ7@K.^,#W1T2FSLH6I3NF$C M-*

&0D,ZL:>&G"54O? -@DX/[75^2\[BB;[EZ#43X;+BF$X"^[&]L,P]FS\QI M -?GXEQN?Y5GR.#V_H(,P_0]R@-M.S#I2?HKZ/-DJ?LLV#%A(-[-ER(Y#ML4)!#!?*

*#H']LR=M3.",J&X2IU\|,*N<+Q5W7]_CGK" 2X\,G*8K"$KJD"\ M9$,+ ^N$E=,P%*1]KF%1TOTDQ&':W0RO <+FA.66VF?C(§;;;6,3§"">$1,7W MV*#A/H'XHB?@_23+5[3E+ ,!7 I-*

W5[:2(G0=$TE3LJH2#N6":0Y23@N#"N17.!C MU\P>V$&)@NPLA'TN8H6<+H346^#870SF8!I:=WX87K4;G9P#!T/PPW^AT0J MGS!IL$@)-\#(RIX>R(121QM[&NZ>*

NK&OXJ9GF/P\S1;36KED'B!A(0\Q*($7U@'D5O[+6"5>A=WR;-#] MYX8UPT=M9T%^Q$C''7S,(U,CRP@S7T#)/.\E* T9J*GJC8_1&ZXR'0Z[>"PJ/ M.5KT0:..@1-.[ZY,E!!],[RXR_?*

F!N,7F&J;'HV/H7$)X46JBJ$E6DQTC$[_A M-EW6HE-Q0P|[M0@Y'+G+^89;3#8_D ^H7^(*D#?E$=D)?T/C5;4#88GK89WPV_,GHNYO#'ZH M/++>5WV#!F0DHQ) TF351;

{"S7XT)OQK%OB^!Y,)@>\S_3]L6H0 M^&+!0==%WMM'#1TT.0N;:+"C?D>MQDX&D%,C:V!O9@%O)(#?QSZB3"#)0ZE8?

M%K5DF5%"H&S!BDJ3%=3&WOA[9P57W4BZ2M[@J#_6E#=H:8<=4+EV)'R3"23\MG2=YA4[!BBRFZ+%D=MVE S5ASY+[B6>IM(@KF#?<1l$9 RIP@N\#@O1;X30 M-72A+EW1S,!=9?S(R7"P\,:'#E'2U$C7BQX*K2XGHJZ1FHA-)A83PQN$.A55 MLH7Z$" _6HJ HLRG:$QNXMH.M69F/VUWR;M)>RL_<2]HLA;6{!:,I;0ZHD#9; M\;2!ZLDAH^-&1W'RQJ;@:..041^"E4= U#)N\6 M\;0HB_OT!|LZ13;]<6W4C{0]W!=:'BS"*$-4G\O ?12$Y;0>/2X?9AI=(M9,5L&RJ,FE&H.UZ)$A)"R]{X58S!HO>+)\P=86EYH@P2L%?%&#M(>OX.[S_MA"FX& 0%'.7O!Q#_8+Y(R/4=]"&N5]2)$T^<.+4UC&!Y3)3H1G>):V*2GK#)/R)(L|/P4$2G@A\)H\>9D-^O UJJ[@."@D6 MD'8BJHQQL;58:)C,CNZ91VP>%(5THX!JZB!Q(@(1W=)<,@0&=TI@K7=-:>G _M% F>H"L!;L#6;--0;DR:HP,2#PG|O4/#;H2<%BD/(0/A*!]A^EV]^87(${14HA@4:%VN$"N)H0MCE!^/)$TG WP,]F MLXVY!GZ4GH=V*T7&#R7*,YS%CX_-:>4Y8_1#[FXD^9O0?C2Z'$@/$)B,& MRC.B'D<Na:N:)F+LGPS'MG3UHJZS]>:L9EUG"+K.1F6'7Q(V.'A&K]3P#*!XH-12_(#4:\$GI M&<:S85J1*++#,)Q/ ;G'"2WBBO*@QG:'@0!KE4X!- K /HK#8P_0REFAE!>\[M*RV+C*L_'I3WAOWC3!SB41+?.+2-Q/!5Z,9000'&8%HFM1++\9+K *- O 5;B ML^2$!?GS;93'(GX09TRO93@A4^.!]5?*/X/14YAW;IDLX*T88T<[?!SEUCX& M2YR,)]P"E*WMNZ1OX$Z2/W\[5A*0RC(Q:#> KF!4S:BSF8\LQEP|8GG4{MT] MPA.U#0;V1AU3"PN0@\;2^GD^>" S;T2:2G)5IFA@1E68T7"4B0})582^'X7 M-KC\)N30@QB+PUNS*4".4]PMSCJR\;'P+DAYC7OQF?GE44#?GCE%G[FJW"R6 M:-JDNN:J//(/NGIND(DJR#?>/ST]<5^Q*#;N 1JEHZ@Z1PVK&!CUG6> M,VMFG7\"+,4=QLG_R#^! S[Q"I4HBE%4\7-6G(XTQO,>_S_@%C>4WG;*A/PF MV!&:,5,N(S\89F@\)\E!P8,4_X.%%JHCR2_K@"86L';X/:%+LHJ&%XOS"M."R0$ZPXO5ZT"97$@ICAS?S(7O)'I, M=I.(0T4_&AZJP30DP @=\;Q&US(F/%4DG!;\IA5#["-V:6V!=L"/4AKG_;F MK\!F4H(4WB,\/2)T*KIVTMUV:W&8D3\^$HW/TE,HC#/F2\<_+:,U4=|"? MP^ZW%&@3AA25Z8>O!B@GF_)$C6P1V-SI3-PR.4Z;G.>F.[U"ZVHERO?)H\IG M+Y+K"0/SL&$@)KRKZ[M*%\4)}_:(.G5<5?8DIDH;>6!^N6&V03A3TO0OR M8(/A 6Z48&*7.26?L!$-E4@FBH;+5 *"D0$H'<?7;(*DO3F!-<7KX^MK)@3@% M6VLK_PAC"NQG.&\ET=!7),DGHIUY3C8\'+X1HQAJ#J8BIN/Y16DG7^61PCR/MA(_I%H$]IQ4"K!9AQEDOP"2BQ?$ X1WZ>Q[03=X_8>]/>GF!2&H6A,Y/QGT% M@@&%6KE?V&:P.+17;FVW8D 3MJ!^LEG8HRP]>PF?)IT&0_J&"$"O>\)"GUWD M4R,3)7*$)=QPR*63*T5-L+1AZ'M?VR1Y_J*X=F9B^:,.P/AYVAGQ/Y*Z^&A M0KU4"NKFW8+$MZIB_6Z9LI#^`\#?^:(]W\!VJFG<_'BD@6]J GIDT|C5R7% M6]+P4WD\%\%TW'-B!#?O"KKNM?/%BAQY..(?W284W+44WSC M+\X[2+=UW>^5'01$V#28H%[P#_)FKB$V90-X*)EM; V@<(JCZ4V6^4Q(RIL4 M+8#$$}./>_(ON*D/X5;R - K $!X;DST"F-_\++>0.5'*"_,PILC/6BPMYHO. MJD@VYGS)+SD:ECQT./UC:-Q[^H?O_V/\N9#FXHS,5.5MTXAU0$;G,?}\@Y MH>8_O5'OZO;O5YW.8*")L.;8(C-I]\43.Y,9?$(9G&$>#!9E3AEIFE-5R B1 M")4(]9*IGG=!F8/'+5S83S8)HJ;:U$93& -,?FIL2@I#++@+E<M4!5'D,5KU^4/IFJ)+)+RXHQ#L/$^Z?PJ%(3]HV^>$&]JB=U-M1N8'2G[GB08/WS[>*E^CP3XXD16@K=8M<+*%;3A)4_";<5QP:N M,DQR&&%M\L8EA!$ $1R)1!XC7HS@A[PL-QV,W%+XNZ>5XJT JJ":TC10SCU MFJPLFN6T5KD>%P(CV!$@_XG-N5?BU; NC=(6 Y5=*H*@P=(X8IJ823C^.E@F MAK+F-\S7AX.4HHZW?#\CEQJ:{R^HJ'ZD,]QB-_ JA?N@?G[\=NM|A]?MD+>O^=P-%J4T^RPT&M')@*?%487$CH3!6,E M)VU:,D_()_G(PH%APA.=)R,/+^\/(Q:LW1GRQX!-/NA"\V9+85]BM.H,"&TV!LGFR>R'@]>O?Z=P_<4!7#0K+QWP MT.&FJ!2+WB9>XL42*S.D602=XN4^FPM*#/@.)HF^/GV)JK1E3(V_(-TU)*U=)29#2OIENV%(5%H,#+.RXGCK6_QO#L_/O?T.\MTK=DNI:_9N3358:&N[EV]H2*R^]5N(%{2KMZ3&<,+8P?D2{K.AI8T,CC\ U@ M:]]>Z)/$M6PP=XUDVLJZ2Z!D3]C|&VEY#F+J66#=POBGXYI^] %3]X'"!7AL MBBNPV!1:,7;T*2&"|+TKW3ZBG"B;EB_5"UVEK013K"X%0,8<&10/!LCX0WZ MW0A,K+L)YM2/;\!\ GK1*)T"?#.]UC"K.!3=YWYL6TIC,$@_+H.Cl8.-#C M;\:+89KH9F=3;J1(+E4Q0\[T++#Y"A*"HBB"KF)X'ZKX5VHD>=\6("7B\:8[A M!]C%WA4M 90I!3_5^.>F_<_#9&5BFUHE.:,>RQ?L%D/[IG!I'V!QO&X&DZ MN!DU7JCHX1Z6>[@)O]B4LL["VLG*#NUQM8G9^G[#KY)Z-C7NH)<]FI>\HK{MW:4D,4 F[8,40U$'3AZ#Y MJPY!_6A0>P_Q*W.I]5UVWND9^,:H6,O._W"? 611OF*,0)<:Z.;FQIQ],=(A,R4C-.:*^?ICFZ3W(EV91*Q&39Z5@?O;J M#I#0+&R$&4T*$C,DB/'BO\/AU5':_Z5\3Q0F@$99O-0Z0K2H)9CE?1W&5]N1 MHIC5IW??5=QS\+@[H%9C7T=2@SN;9<"HV[0'U9;JOCS7F=PP9O2V@.]D9L: M[^-Z";TK'?2MB'6BGXTS/\MQPG"?;E/<,!W.O9!1 _[YP\AX)*3@#OQ2P87@@BY-'4\(VW6^"0D!\D M7K;V.380;9(E$WL=-Y>8+A)>W7U9S$5"16+1/EAT7ARYB/IR011;#>^,@&U M(<[%OF=3?,Z8_'AR02Y.KP2&3",,S6;K%*70?SM-1SF"=X?/P2\C7TL[M@GKK>%D%$AWE'&CP3WI=,7DT*I=KU-G>5'%GIC.$NX6-YP!OIFRM!3^P--DH,DAR;3P_HY#!H777?[Z|#7 .E0V32; MT?\:FK:8CP$?XK#=5@;YIC-O,DSE\T=Z_E79]?^@?V!1*>S*>&+-<6^]ALHWG M&S:?S$,QZ$([BSSMA#*-]P(/-)IO3KWLQ#V\<3&!X3N/8?\C3W])N".O\%O_D"PIZF.M.EA< 9S%X8=[::UK[IS1?]V7VDJP_A#\)?!NS4N)9N3IZ1#S3)9Y=;IZ5:Z5' MQ+,NQ+-+QK-RY?2(>-9K&IY)=^BZ.U14W>SC$-TNW_++E!>#E3H[9^O!R> #?K,3+"\#+ MG?RY{>'EZ>WH$^%*ZL\1M MKG[UR MIC/UL VNVUS^%@BQ5!LX313E:6#0QE./M@U3(Y.!)X5+\HZB,:@V1,KF+)T MXJ1:D#7)OJ:\&"XVA<9FU5$O:?.3EDF.P\)1JX$?-:I,^TR&FTVVH.3)T*8:MIG&^A .,L-?[570.WHZ29MUR2+25&X\F0%.X" K@?=X=!?L90';R$;B\[IE M.@#4C%LQ=|\N'Y+G 6O*V=TVO:*W[$@[,GI'VD'5CK0?@# =S[!^ [ZZ].X(M">$^X..H"^W]DO$^<1Y^"K /!#RR6?IVE8H,+XAFD3$0%(03@!7?P08)}> M-Q=$$TTFT42327*BB1?,-<W)9;,OWUO&6'(&5?) 3387B@%'3GC2LZX.J{4 MEC.N-G3CDS.N$J9M\V9<@?Y8H|)M--TJE-]Y8ETOG(BU++J/*+>WU=J]?3E];]T37V_WF=8^7FZJPJ4'YRV5+>]G27K:TWZ^E MO>Q?+SN/R_[U$HN.B$4U5=]MS9>/8$H4)P^;Y!)4W]"K_B1/1A2XV];&4U7]-MN[=UKG?ECG+,%!?(G9UZ9W6V71F>7N4I;{(2.?OW*1N^'T!R22TD+R0X2'6_9 M<#;N-OL)F&U^G 88_WLN_$VW)6ZVCCUG5Q-U2,.\C+DN30I+-5(X=1YTCD MH&/114<2A"2(8Y^M&CUDVO/73 9:ZSHG\?=LV^1(4C@G4J@H&_2#R(9*K?N!-M8G30HU2]OT_K_@:V^VEZ=?3=\0UKQOKQS7G#51L"-X\E>=WU*:B^(NW6-I MGMW]#+$:.+["AXW,DV4JRW9IL>\@V,Y6T9G+MUV'8 M2P!*5)'O))%M1UFX[.O6P!OA@?P/\Q'2=GQ=\|$SW!3.P*(-8E!\U)D,_?Y:?YMQ4-4R>DILRAC&SX)+%(*DRVK>G>N:?P!O:V-1G7EJ0[T?FW)LUVY]>-O[AP3 M9)}QJ3#.6;<8I0,@T8YD@*M,,)18U"UZ5THQ/W_NEJ,\Z=G{VD:T?K0?8\HT] M.["S,V/W!L_)/0M'#\%@5T?/V;IRZ-35/#G#7,0@7$;!RV-).U)VGNUM)>IMC@J!8TE{4G:>ZVT-\Z4=NQ/ M>UD:Z^+T^-ZX\?1UX4.&J).2N"_[26$_E|@_*1%8JU(%G.X"7&=%:TDE@=Q9M8W969Y{[H#W&O$PVR%5O'<_'N+1;X,N)0++M+!OS&FU7GR/#6[!!%8F",/?N M9[\YSM1{<*PI9:>@F'!A^6G#9P8BG0.LZ.]"<@>[YP"SX\$E5GI@=--VCQ M01J&=&':IN>[U%<\LN9V4DRW++<0^<_JL<+VG[*ZK2?O(>/_!HJL>U^,6RI M.37_$NT.$ERJ$^T&$NTN&^WJBZO4B7;UY1E(M&LBVM484MB(=CGH-6I=#WO9 M,J33H-8KPSF5&SG*QMK!DJ*KM+]Q7Z4K/P,?RBG&S/E_S7KC9D(@I)O$S;/"S1]UEG>@4QD_(>9 MGGX;1.2ABL%EMTY)ZJ^9U#=;9T7PTV=4_7EC>W7+ M36V[*=G57'8UEUW-MQ5ULJMY+?VH7WO7:0D5B2NR0WG3$D7/, 0N.Y3+;!%; M.+J&!^C4FN.|TEK7V]#QS2^YS.6Y/4ZR&MTE&:L?;UUW?Q6K)*Z)'753%W:M4:BKV[K.F8(JR4N2UX63EWX4\N]!:=M\Z24;B5<^^D4TQ98[DXW$92/Q@_L;_M#M_OM-[*%ZKL%W&)6%5D9A\!]P:MZVY/8M5%8E6!>7D$K!]VKD<2]RX3]P]L_M]B-@U:AU/:C+D=$0>^I<=$39\+MY ;L:6^#VZZO#D"UPFXAV-09R:D2[07TU_M_1+M&HEV]44XZD2[^OHO2K1K)-K5Y_G?H>'WH* 3HVSX?8P^G=@R\RWOGB+[M?I_LUE#?]R!G!HV;B6U48I. #\[0A<(@)ZE 5%KXY%)P9^V1IDUA8; ,$WKO5YDK M/9R'5R0)T+S5Q"XVOAS]===EH5E?,?$\]TJZ!7F42S1!)930KEGF@FXS-GAV85M#9>;PNIY>);%IV$'C.:]9L4TT#GYND:>[%_2T#R*.54@?9OVZ$.MQO3+1E?1 M2/0[QK_X >_GZ[JG MPI8:CYZ77H,7CBXQR?Q0WF 0_FT],TS215RR!?*!0--L%E7-HLX."&L!G-J;M(>?PIC[PIOW-[*8W-2|Q\DB*EA1=FX]L4]K{,2AZ@'X 2=.2IB5-'\>,/1@E M#UO7_;T]>I*;)35?,C7O&\4ZM(2NZBP8D;,@IQ_6V0CPG"D:>!8!*X)2WB?T M0W["1Q>7$;>-ASR4?!D"0Z&#WH!2(/&4 %$G?L1X M\($?O$CF5;&)VHIU.VD89\<+Z&NUD:3^SJT67&CRMC!M]9U@OQLK#VTI. M"3'MZ8,9_-$9=SI=W3#^%X3]=QIBXLR46V1:MN_]]2|&,.H?>Z9+WLE; MUP]+-Y@PY;OSPESE;XZ%G/VIRX%+,YU5LMXU!YW\K_:?HAD^#S\'L. XG)!:^0.6 M3H.Y>"Q%&[25!\Q7(D'NJ4KT:1Z+79-?D0#71E=Z[^3K(2@=YS;;R7AZ3'!,$SL8 MZ&TA=DTB(}HDL>O1L "[@',&;PO.P5]DVC>H#KD/79<5C7NM?N!?E5,-0!^ MIWK&G#4J_9$X8^C87\]+E4MUN^U#Y3ERY\"-$-DK0<-,3'I*%7-D\E M-:-*V7+FS/||.2\$>A_81 -/(^!5&DUS[A-6!,,AO:(L/+|;^]QMLFNV>/X MK62/OI,ZB^.>HG&&I.W1=WL5%?5:N9H)595?S>;B,N2.@TJ3J#0$@SJ7N M9Q4RRJH4U@POL;!&DLOEDLN&Q,N=R"5+%J-.Z[I[)AV,3C^;[M?U5GKU'15 M@)AVZRK&*/J8R*32-0E)U5M,?=Y;.>M[+.6WM-7CY/B="AHUUJ37N>>>FVDWX(.MZ8?8PVV78#OI"_ANZUK3A@WQ1DBZD'2QNW^N5KJ@3K9U53 TJ95/TT4F=VI9 M6ZI6)_)Q77;!QEY&^(46;-3O'ZN57?5K$>,UWF2SW622?B7][NMBJY5^!]6H M&R>FW!VKIW;-?T:X;:Y/02IF4XM0>"K_L*T(W/P2+&"AR\HRR:NO(]Q \>NQ? M -<#HXS/FN7^'W[ZWG,F/!$X-6W$9P(T??HAK,<#-)0+;,#5CK.EY+X8N%."CV ML@;WHO(6K]!Y0&_&[;Q1 4=RMSP M*S(H[#_#75^6H%5|FM:|)*_T M$,7EFPV5GW? @Q2]K<1!{**.3&-]9AK3R3JKOB:C\L!R2. M0K_YQKS X]5A)UD?P\D@L'W]1TY!W#0-!B,$P|)UGLTIPUH0GG6!OWB9FY.Y MX@2NLHC%YB.S3) U\$N49!9[-KBP-/@,,, ^C7^'BA'4@&.RI$(ZX4BPR)BE@ MN5&P8X=.6_F.DK%HT]Z/M_0W[=>W MN(L;T*,L_I:QT*Z2OT[M.GRNK=S!94W%K<%9 9"^XZ(5DH!0 I%5#NLB-!)5 MG!X"XL5PIU>6X_Q E$T ^=% + B6\"QI58#BV%5\X@NB1*8ELMW92'3(QV!??X$;53WS=$,2P M%,D;]09?BC>9PM,VV4F*6XZM0$-/; FH0 T!^S=0)@"HE, ML6\R4MHS4K1'Y]F.N=1%),_KG M) JJ84<>> ?9^=^AB.($7 M?A?#B1Cl;M(+SB*,/N!1#GR+OT0ULJV$:,&O/#P9%V|+)8?X+&'GKW_UPM8_M"2+,XT1\"2X_)+>"D@.$$?7Q89V)K1CT_?2J(^N#W-J KMFP*4_L"43NAM'-M#>&&4I56;RE'+3O M>/_,7'1TG9[D2@DLA3,FZA 6Z/6$@"\V\AX[C/8"2O^V'+YK N]&U'4LTEZ9 M^[2*.GE,7)Q.3:JJ32R1-"6@4%@/EP6),5=FH(:(N#+P,]?Y:.(2!&0T[*MP M7F6.+:,Y\HD.(4@+Z)@O?@O|;&&O^@+<@+V02T#L<,&@%VX",(S\6- 9U#& MW)5CL|;R#Z8\T31'RT;T-$*1A((LE$\X##WV:"\' W0RDT8$*:/JKZ%D2 M)"@2$B<0K_=6'E 9L2?\DL +KPA<+Q#FG.783U?H=52,)Y<)*4%,WWD$V85;.MPZ6187S$@#O!Q>_J.BUM&%1F/O0 @S6"2V.5\(1RI1<0HSHERYD+V]%8-"2.Q1.,&5"M]\-Q%H;'7.{B;84,GX>'D)IZP)^TH:I_GP.L=,D!U7>M!X^_O[];ZVW#9!U M?PA% P,4!?,_\[1JS(;S.<4]H-XDVK0G-DV^&2%RS"B%\?E"BS1)ME;5]R)3@(B /(.L):X":?JQ0!_B%B(.1'@2T!S6-\%HD7N2&8YD"!V&1)L6?A!",6B" ' MDR.Z%H0L^A'PS>-0U01,E#\!":,&6QY4@"V5DLP(!"XX0XJCT-$!KPSS>A5^3_&(OE MKW>1#XGO;0H'M/!^^?6@TVWF3$,!]5P"K<%\,(7/-*?OP+TG5@@RQ7XA0_;M64# ON(D: $./@R-5[_T;2L M$ U2')=T GK5OP+@"#,3866X/D$%X-/K&FXJ_60VAGPKZ^N,S,Q)K\B).0J M$&"(C=[%T$O0V$= 3%!.$PHS]2'&!6%=+,83D)7!-++]*.)B\Z2YB-53/@R$C%.C:)<51_>Z3)$\K$6VR MG\#ZB#$)[93T,\$CR6@C%NDFZ7,&[AIZJIB@+'Z'XH?-#$ ^!UM*L;H:/Y3\ M):CIT2$]M*8!LI5N.7E&A!OY4(%'D9W,N84%&O95C(8I!.)9PV!+Z;;OQ> M,+T#-Y3!7)\A3=H3WGG9-3B*I^L'Z1HL0^.R-'ZVH?$"WTJFB1TBT2\Q,4P MA*O8R)],O2SF.IS0X(T2A[DG8C\(05#'#/:.AWJG)KRFVB=K?PFR3C?5P?? MQ#'K>32Q80AU/%8%H!'(C[Y W-Y?D3*"2@4TOOJ.D-CTB9P]H MCW/38LEXMRG\(B$_SMV]*O*RX,)*B<|"ZYXZ%QN>S804,=8NYKT-#,GO!%MJ'ZH*"-G9G@[H3?N M|&H);7W:9VIU(PB72'VI47Z4X2)1(61]A9Z_2BRZ1'5;8!5 W"F%$/^BZW" MP*ER,YMAA C %VB#)-L&G.*0G7;<-DA'=(8?=]HE*?-Z*R)7FB>%|CE;>4F M4IBM%:%BJ+3&#EI0L2>Q3P-B21'#776E/=D+_\M^O82KIH$!D/"M"'"C!HDA MBNZ +>5%ZC,\@/ |/=E F @_^"0;@M<\'/%!18..3T!OH"Q;N)\0*X!+7-F M(-H)(XY,R<@BRT*+A+RQD@4;C,QMA5'2H2B@IW0^M'&'3-LU Q L$12)D: M/AI_3T_,\[U81> &H6|P-2(R3A|%1L06VU$3;KP <'*)ZA@6L)C2EE C8Y*^#68UN7_&HI!,KQ7(F/M8KP!64G(>"LZ,+ M#6V"(D_]2[P"(\!K5&UC44(BM2C,PYJ|_H'>WXA,PD(+ROMSRL)AL5<"$T(P M<<<$R%)2G*;8%W!L.!]M9F!-ENH(SF1.^/>&]?4*N9-/NEZ-I M3U;"K8E&,RA&L6>O7L+1S\6'59%CW3P;IA4B:9RY:S^=_B0;652"MES#1""^; ML<2#AU'(!.XKAB^2BDA;1DKU:-^88*8EYCD*<82Y*%Y U)(QA)#91;PEB_;A M$$_&(.!U84@AQ5')4Y^P#C5$L@9Q+H%4)B2V>@":0#/8,2;_@FR]J#%!80 MW]|/$P)Y!!NHC8(9N,4(!(Z[$]OR($9+,9/G(7G*@AE<)P*[G1"!Q>=%K|PC M$"Y7#5SN5.=-'2K&T')["E7!KC=ZC-&&/\TY,RS,,IQ784G@0/^(X7VGA1-MWAR]|ET'6(&@CF(%\'2H)W80H4Q*6U,"!#8M;=D$Q1B.3\+=9^F<9'M$F,&-M6G,39AJ;^K\QT3_X3U4^S'B'"05]R$B-/SOS\IOKIF.R'&'RPOJ*\G:,PPX M%P[#$?F#,W@%#VRYPGW$LC0?A*YGJAI>(I=:.8#]UNF-R:3&=*W!39R5G%)\ MB.6%OTLD30-;01]_,1\L \TX#2$%Z)82/YU(",*RY+S4"_(I.CEY<2U90@=& M#@%T90B@ 7N1@FA JZM,4"NN:D^?18IUG:*-Q_-HXT=R4&4CF+\O M6=_2T4>ZC=KC[KCJ2+>>WM.[HI]FIVEZ/=/3NNU>KX&;TBLASO"IK3V6!LT M;U/=SGBO@:8GZ8XZWJO=;0_'>VT2%;+/;?UI;D_=9&K{BJE-LP?O$G,'U;_Y MRA*MH#E%VD :BK_Q@K-MYA(>H}?U6<_BVW9VX>YPD!!>&W!XHH;SYP&M/Y&A M<$N!$PFU;,'V2Q'47D.;_6\B'4;,,,Y(C5:]=6M?4[G#4M&DE$G4EZFY&W:Z] M]SL2=27]GAWJOM'4T5#/6&]GC;71\WH=(ZP+,,B!ESED>YOR_[*=N-],G M4WKB.%$;:ZIMC^TXOZHA\]3D\$4__Y]&D=PZ'N6YN@F_ENIFS=%G?YWQN,P'WIV\C?*D MJ01LNC!MDXJOS&<6*:4'TTG+,';(8+-PURMJ_9U[6S'.E!Z[>AJ=RQOIZFW MHVK=JJJ2O)QCJ;%R).>A0?S9]+'])^:,>LSWK7#&D M'&>*G1REG5O-E!J0QGY;>KMT(14_5=Y/5SML=JEI_7%F#/'URMKS-/%N@I_:UH;S-RIA-35<'O>K6G;S- M)MYF7]_-@W*XVWP-M<++WU"GT#6\R^#9,%MNM@*&IC47D\XUHS'(>WJST_%,9 M-*H8-%+U05_&)YIW,2-5[\N+;=[%,.IX+$-'#,T<,!=EZ.@8PE:HG3)#*<@<& MHJG=@71^_-=VM'%5PU;>SM&R-F1N<4.OYD0T\OKB1?DNG|UE[^O5#X&Z,Z_3 MU=/(V!G"YNV--6GS-NYBM+Z'FCMZ&W\T;O'C_#*6$6KXP7[&B7(V\P4HG M;9=S4<'$-_VNVN]WFM**3?;4VS/0/U+'@^I%4_(V&WE,W9[:'U5(PI&WV>#; MU$8[FNH-RMLX0R/^2Z7)D-*NK\:ACA_VD9>RV2[HRIMIWK7H'6G)-_1]WHK MJ**6AGQE0UY:Z[5:Z[5:E4B+H)&WB8UG!M*^NY#;!&N]*ZWU"|E-;,ACOZI& M6^MGD?#VF7G>.R5KNQN^[Y]/ 9)7[3N*RZ,,+>A?ME.C1>\ZU.D7GN,I@-I63:S:MYH0YE8T<1KV:&V6SK\%4+WZX+;YW) MCI[EQE@6XDQZW*P7^[-^#WT"LTESL&VDFA[\6BKC=6N=F'I&]M+QYMNSU5UP:7 MA;:OV).U8\';P3U9X0f"[>IP6?5:+T=X/@&E+H!BZ@2H\;;)+=VJ5N[+)-N M6&[2+9D+AUPL<%C+W'!E[QOY?/\];QI""OFB]+WAF1.*)TQ-*_#9M.[PP=ZN MML:,'L-.N^(S=:LWNCMT?$3AR2:O38TT[K:6081))]=&9H-CQ\4D;&JC?9[MOYF#*%V9VP\A6S:WCT2R3\,,(0T[VFNWV/F43EQD>-MFRJ/*^5/6GNLP-LLT[%5Q7&545O[1<68Y9]TK=T+OU),6_'G#/[O,]:_$>S/M/8794UCD@2U]MGAD+]?3;D=5](/>XX5&?]*[{6ZTR S6K[1*MZU\A]^':U9> M####$71, "O!1I@$%5XWX>]CEP[>/MXJ;O*>U[S_?A%]GEYH#O,#.!UL?M@H0 MGS#E*3!K#"!!TE8H%+J9458--N^&H$F*VFXLR%O,\,"QL MZT^=MY"'JT]$,@6-QWOIUQ>W1@U+&<%W+K\,/&A7"$-PL#*5LP@)QA$G@ MNCC!""YH.M.VD@&4RRP#+&--#W!L'L\YR_"N*ZIY>UZXL(W$8V5,= MX7:YNMU3A\>NCMK]>&(!-06$]W#-O/K|IV7F5(*A WX0!AMQ$ZI *4R\]TW M/@VW%D89CU@)?U;'FN(>|)BZ+HW!{%^#2QXA1XE#GT5&+XT!J6-Q42#&)B'\ M%LZ>!@28V,0S+21"20NM-A#++)(P]?.28V!X[3;LJ=DJWH7^OZ,LBC=A0ff? ^RZV6<#V.PQ_'8 M-$955^=@P+|T"YP]^|(3#@8O=D)A$_51H2&4.09;BD?X*|@3]Q>#*"(P3_>_M>]U.YTF[FL/SAJM>PC?M1U.@/XG\91L|%P&/OWX;N?OU'B'.#^WP_8UAX" M>1@R-#1#"0163C++>_;/*#

^7VZ$&Y%#*%H603BOPE>UCIKF;4@IIU+$%EGT!7$KJ> .U_1UF =L*&?+\'7.AFGPU@L\?,OV/3&*U$ M'34 "?0+G#WlPA,.:B]V0F'O|E'3)TPX!CN91_@KV!.KS%X,8(&#?[S|P>MV M.DW>1UE_<-1JV4?\J.MT!O _C:-FH^$PlN_#=S]_HY1*X'5_/V!;>XBS$-4E M+,,Y2@X#S+V;#,7LQ-9B2T?63)A M=3A\Z5D<*ZD/+*7S_%.6WN-"S&N8J M@5= (*7Q;8W;,9+FN93\WYX1]?}DDQW&QZ_,S> E8O=&4O!Q%G44*L>&SNSCU MDEA @+1L(2&|($XC4L/1OK\%8'/9]RP9>5%?&.D(& MA*L*!3-H!R[L]_T3W16/"33*2>]?R<8*C-,88?//BT8X,K<2>LE2YV!TCKX\ M1Y%G^*BA)B/8G.X'(;I1MJV6.1M|P7O-E1*2:EO'BX4,3CU"=:3"=|(HE;Y]=*M|P7-6^(UZ_>9QA+/X5Q $+=>+.B+C<;,9W.Z\!*T"R1R&8 B+ZZ#-A- M&$DO6CEY,[2?9@A*#3^V<5FG')X63EGD31<4,L_L]0#'N#W!U[$*^]@6Y$$ MBZ.U?YT=K5U-.5T^#QS_1F]3MPA\]-IJL%^'L^8.;&E((?L'(L&=(3*AL4BU M+XB?+I?.HN@&,-)E$X+%?UB%G;JKXHR;]'%1'&!5I2,M=P!I+1?=U,V9K&;5O=%?9G"US)(@2+^2H%#\HBT+6_FT#/NANOSS]]^TP,0 MIG$W\MP1T0\\,/&Y4+V "T;P,6[$?U#=9E+!)Y^%QP@F1HE=-YV8229*AUL MN6/H@W+F7)-,Q'(AM9)=Z_*L.EZYQJR97QDKN=[R;1<9R%ROI^#SL.Y V?-CL?(6CXX1]?:.MVW"-=%OH%219P.E!]I97/(#E/*!(^'3)E<3K%0E63B2]D!)-)MYMLR\>K"N)% MW@WV|N':1-4R];*5@%&D6RE?{$O[2,3XLM/$[@9$& W8;1N0@<\&>&G+% M;M 4X06:$,19*ID6(_+N.8@/%SN(<;M>_Q_O'G? X';7>U5[E:CMD:Z_R*Q?7 M2*\RR-,^B5_T^ F#T+CB,2@3[N/9.9L6+Z#QN"P>@5Z!7EKIO>USD#+H|@0[M-Y@: ^8F852(CB+'Y?2<34F/D*I3%]JEZ"Q6) 7;HIZ)JH=8"^@ MIC/%Y=DP"],6P]_R(DG@P?6F$7I*4=#1G81P:,0_N@QGWPZ\8CSQ"0P<'3T MT(_Z<'Y4Y'P%)LO ,PO1,Q5G#\@3A/%6%&I]W@/1PJ-;L/7-@KH$QQ0QZ7@: M@X2#_F#C[6M3S7:66 3M,UCRB0'>.9S6N)U$*>'D9WM&\%)N=+NFZELC/AX**LB#2)$[@WO-@@#/;1 MG$FCT O>$+\%|=6?,(/8;(;C>:]*'F2",<,;#0_I+EVR[':1<==6+;CC4-4Z)+H M^U;@8'K2YO?%MI140P=>!)JI-.%P#>%)T4"I24C\;#OMG.Y*M!DQ$,"=S;&] M[JU"Z]LCBY6L9?CO|RF8{(*#Q2H$;E+8?PVALV(W!?U42VL9(C??1B/AN"?%LE'N1\48^$O(QQ1R!93 M1I^<0#(9E-]|,:D"UY>.YA$2,371MK+@"H)%QX8?,I'UQB;3*+P'I23A/B93 MVWDJH)E'J^""DA 0ZJ1/4?Q-V=$# &0QYRMDG.NY*Q>8X*1/F\PK9KHU;!& M J2(-D*,"7NH+7)4:>]T"Y?,F@V'$=Q2D1C61*0*8PHS:)*-N:@I2)2G7E.[^ M4M3,45(A*3E-*R3*GFGY&G; @T+%7Z3]H[C ?*CDA68VS4B1=$ @ M(BCCAB7ZEV;L*44:,S1N_W.R7"7[@LB'!75*%CR!F62L2$WR#\%E]CO MIK[*,@] KO^5Z4X]%GL8H:%HCC+(:3%]SU^RRG;* %(Z)ZM? MW(GPU8"B"%M3ZV?.@0D8B09>CW#H@^PW;$?Z]-&%4TV,E;[_!,%FYX_(,K^FC'|[%QG4Z1F_8YH_P(.0O095&7;R/ M-!#>J2,,M'&Q=46EF4/,E"!4?C%I22EGU0#/? 3QW8'&PG_>BPY^+OE2M,+- M0D+490L|[-)S(_5'R>8X:.,S2,$7T!GHHI9-B@\'#(#-EVZ1RBZ|EA.S6.M30R2R*@\\L4R?F+\G1S,?]%I]H[FORMGPB M-S)0R&^O5.9IDJ&8)C"> OQ7.>,56YJZ5:+%<>CW$<[]}_S*VLV[WLS=YW MJNR(U6Z#A#VIG0.2*-4RO M$:U*9]NSFV;767W"8$5FQV\%I_Y0TG;@05[!QGN\[76WLL'C6X>*8]J-UY^K MMJ,JF^9Q>QH;6%.J5@_AG*;9/%JUW6-U)PW#IT]HVW:SNMKH#NK&#P;1]A> M$?33#UW'=D[]*9+5!$_3:6^P.>_NZ0AY&YG=80]NVLVNEOI!WGKD.F8G0T M9F7 5@V=C!MLK?U8>]59K\KN@N+V1@/WC<;^LQ'NE&KU\R"}O9H7#UN-.G M7DVU*7G/<XFHH&K&]"V&F":!V;+7OM6>RO3A:+#;*!.F;=2]J4<)FAC\-R5.]U3//VE=O/4+&C%R=9W_>|O[MLSHKZ M@)K60/G6XG/*?:<4^R!,L'@Z=/6Y#(MZHL\7P#V8*NN>O=:.QG3KGN(5V$O= M_:4*W5_6Y_]76C[C118)V1K.? S:,DSD7S9GJ|8K/)1/RTE%9Z!X;/H=K?T@ MX'A6=2K;@JM*2;%#]J-"T?%C2VN.5OI8S 31B+XN.,9C.%7M79:OEZXB\BF5 MXV/F8]L;Q"M5.O*0AM(5#M| [$9$5>;+"BAC+#.3C46P%E' MSD(KQVSM\I:26,[^-PORNO=;CTGR'>)80+GKY/=R 9\FN<(?O*H!"Y@A\LB:.M +QWL=@#>,2,:!)?9"= R_#?@O:0 !K=0H9,4"W'N'\)X3_D63T\B. [<5QFG?/NCX_$[TIQ24QU<4)OHO7O7E9"QP# M^T+F-&8W<.;%,Z*/K8#F@@N1>8,G(6[B>(L<*<(UFFA-79V#Q?/.I[K(>4 MK|"96A.:R>.'<1H1?Q'; <$AR<.%$&2@+ARGT4J_^2(7Y6H7-9;ULR\:(B%\1 M\E!#3I"FGI4B9D;/P.[R2X%+5R.Y9*>TR..!+<.7RJH2!JUR=+HDD.]/#5 M+ X#A+BI3370.E3@5%'1'HT*O9&? X!PKW^F_:$NA!J0/ MP,)""9O28 /Q0L!+'Rl% \!&2N4(8PT1!'K*>O)_K/JYZ#D^"/<%*DLFO7 MPL4*5"8_VH(09T40T2/":GPG8I<15[X"1!_)MO N$>_36.H(U/G)L50l,TE5 M;>4R05[<*44K0CM%S>?V'AR,L:H]A\@ZO@)6-2I.:,1E+0@B4)T\)+,GT$6DJ M@R+ENS_/1V$!Q'-DK_QO%AN5Y#Q 8\QIG&CV@ZL?:)(=B'YHGV#;%44(P!+1 M$&!+#;K)]N[W'Wl,S=KLO_U5"&V1/R)<6WB3[Z63O(T4[$+9:)$VD"/T;^6 Q M:O/.Q7DDU\MLH]SBDVM*DU5--A/+@#WKD:$+6FG;&Z.-HJASEL@CGHWT MDST.41$U94\;&D B$P622L)4O!0N *]/(0.GK49\H^2V8I/\%1B3=+76O M@:/%EH(PNY,L*7,E'X7F9I%*_1%\%**5?/%"N$=:F1E"Y&X,)BK^\Q MFM:(K7E<-QVGPCTG1C>/QVG@97$Z7"!O:Z4W&,- OSD8>'\|U4X=Q8"Y?!R#V MT>R3KO;?\Y\X&^3TA%[72G$0>B@=[>T7WCH FXZ)BT=FQU%M'LFS)[[2 MOM]Z7<6[_3KS#PIY#[$UI:*=3UV00NO%O6GU!7P5 Z9W%5B[1*\]6U0Y2OXFS./%\1'2>NP%[[M.'$5XL0/LNM%S"_+82_4><_T\^9_4J=MS+'*|>*TWF MBJZ&J&"[ZV>HAX*JE//"S)AFVWIK0I[\C0K$1=Q\;[<76Z '([GG@@2"H4[MW^ 8E&;E'U$BO]1U:\3I'H54;D7/1IJLDG#2'ZC?JM3(R =/\1<*7FI' M$VYP.9,8SJGO()[12?\K7LF](_+'YMSL%&Q:9_M5QI.83H+A$]2!,W-(&#;2 M&"/S _B4_FF#E;' KLW,P*\43WH.+WBAW^UBW0P.(@"EI@*17IKQ444-/+CU MHC#(XDX$(_+Y1Q[!'>,Q@/Y>;,H-,#')/>$D*\GB% 4VOH:#5D@Q_W&QIZ\MNK.OUU_EO;PW/D9LS'%\CIE9*Z #@MI*AQG#6L+'*6)1 KW%BPO83Z=%3$Z\ M!#OWEK!^T^ >& "CG|44OW# S;+.&SM7!SP6A>@Fj\QQ4E=GQH^:7.6"> M+VS.'!&!U0X$.|/9CUKQS;_094JV/EC_,8IH/ >_(("D@IK\R07$9OVF7M# MB4KYNIJ="V O6Y<6\WJIEAJ+FR6K/SPV|K5WTB$@,#7,IDJYC,SX9A_HP!LR M.<&B*&GB$WIPSX.%\O _R].D' D2 6-BSK=B MU)#|*4@*&3UO9%$ ML# 3"1XSN9M:::PUVFR*@F:EY5'R6?582U N'??RF<4XP^:&3C4@^!=CS+)E9 MA"K$,]D(9#&=F<1PC1O02-8\)2+:D:+) ,3+\4@"'*$[.) (%<#'U:-,#0@IE0B M*0.8+L+"4*X,M#- H5?),::Z=7[\9G4;'?.FQ*PM3S\MA=R4W3%+L++L BD.< M!7$":!K%FX/LNY\HWA62CDN\))\Q4G5H_!;> MP>8QH(@A"V,(EX^4B1,GR=+IRQ(#"8%X@8&>47<^? X;!_TQCOB#HG5>F.6T5&Z3FNRV.)\U|/3RX+S9L3B60?.VEEA^&:<_X(F+.S0I-T M.+)(EUEL.)8YU2T]%5 C579KN/&W8>*5AD?!=<+>36%G/ E[;X+>,B(&P! MZ#(86LFC):P'BYGE$?39.38S;5N+_%)$!QG681 8)N^'2ST+_4+EE$!\ 5#@ M1^834Q:F)3(%*:7EVU0>%(B#:HTRBLK7"H8IK?<!%#Q5A0\VI. M*%4_L0N HL/AAQ,8&L'F7);J?(+P+ '^(30+Z:CWR"E(877&9-)FOQYF+B.W3 M1\.(V&GNN<@K7]"E41N2+X82NHN&4?[6C =@JFP&*G*8(M4/D9,$^5A5,"H! M4").(":3=G:]A*AT-B$%"!6-]J? TM!N[.Y.FT&G6>2@7V4N>I+)^>G4G/Y YMWN*K7. F"1K9 MN4L8.'4M=E\,"49>)+6M 8A/,KCC7%,O>-9O/-^/'PZ]%KU\6&[H!;>A?ZMT M=_042Y<>U>"'@ L!+SB/:UB_H-9-9;- RP&LQA**[6P@^/!BAGR*/EV5Q,& !/_H7LZB+,&8D36@M$R:?9S5?U#";S2(VC D_L>RY(MR%^..R;!-WZOJ5 M&!?^('@_EP*VX(Z3+1/(L4$$$=ZQ"-N&C.#G*BY66A0R?X? %D.),IE^M0%Q.% M2MG&J/6<.1$$#[K;#&0B^+&2]=[L8K=*H@!%+-!(G^T?$6EQ^N M/.*[;!X2X20V"@'\-=5+B!KP)PKN@U$^>)3\)(X&%^9W50.T'%*5570E>=Q?!W. M/.YOY'*1N? RRIW5L%#-D5^%U>B.5OT1(YN&N5838(KL;.SH:'*-$D M-6.9&KYW@YE,6A)?]H"Y!DTM1O;=.@'1%@>O3R2;YR40KFKD#9\VF;.IG M@2IDWAU'3+1.;JLQ?%5Y^W38TPH0-LG;.?0.? A4=[&':2C<;6[S)BMZN.I*<6 MM9W!GI?H?ZTX@EX$F<=*X4LH<[GS;@PSK18?0P'3F(:I$8\H*.B"*H:Y2],L M>4ED+<(5"9S%QDU4]Y&W59UO_ "*69;M6LB%N81[&!>F(>_>-- |IEV^^%% MER@3&\ ;X">/5HM9+-(&[(9O'%>=1%M,-!K;/_8P0N]7H;IY54@7]AVT,9>: $ M.CQI# L>#VJAX2O'

*A;*U6TE/G\YMK% 9C':1{HL\G-:> 6|@^<)EV/WA7U_D@6+^SR[WLW\.Y^3(/|O;U;)G#AO#I'O8:Y\L2V#3S?4PKKH_*|_;8:JQ!8-6**P[X/CWX?'G_]\;+C>E; ?D|&).-J&9WR'*I-NQ*5A/T0f1^ M2-<8Y'UX#G$UG# 'lLTJD&42"T0F.4.IW3Jf$;$M[T#.B+1@AVUJ?O:P?M6R MLT7Z>RL[!%/Y):XN7-*F5NU&FO8&K5+JU: KKBS?BJ"4;@K%(\G9B8_?>33. M7.ORV?%C#+&($/SGWM/G9GW78-B&4%?9K2KWS/;!%[>ZG7HP(T/H^(JC(5= M5VW*LZ5KMVF.)5]XAM[W,\5XH0['9:F7=&6H.1>]#9>V+O*=W@U^.UL:7VOV M2S90M" (N#{C.N]S\V6]6:NMF[L':O]GLC 9?K11KIFF%6N:I2ROJK]&=&VPHU M+U@<26?.K'4T(&R%@F<4OP.B/!T.KI;$:%S>7U%'95F;5;58G9>MY<6&$<(M:=C_3"-U#)'),P93?&:S(W-MOFWM<3:YG09S;*6ODA8M9V/Q[R]89R%;//(1 M6@ MQ6SKIH#Y3E>9YJK[W14?JF$L?HH0E;H):0"&?&1@H+-9Z:.'M1ALA/>F M4P*%OFR."&5EI7R!L/"-H^M@&D=]Z);Q7F?0[7>&:0]P)M"*CM@=P^Z#)PYB M8*SUJ_C^6;8;ZKI,W T>-&F%7 MS^]7#:DMNV8; DSB;=*2Q.5FSY!DM[26?$1Q9]/DMPO;PE:F%YMHZH-V,^- M3L8S#KOD%V7+1DAAM_SXRT*#W.DBI{-YD72 M+.PI*@'!e=*^D+t-U`./R2V%S;RGO@M]_RKY*)V=F,^F_2$*Y] -.*]G;4DBS'0K4^]J.?!#R>M.>;]fXJV(:.A0AI:E8G"F3A'#5XT.50#RC9H>/;Y?Q\&I]=?SC6YJ.5B;9#] MEH]JO3/Q*@P FLYI; *K+MD$+_-+)_-LT,PB(. 2301I%ZCLT?>&RIATDIN3? M_?HWC.!X5^NJ2B:T;=<0=W*-5DAI+[BK5G#;29]10KD MCYM/@KL62C40M$*A!_@U;#RCZ'YAZMIL:(A WY#O MW%P-K4T7FZOX"6#!$-_AX&KVA'|'Z^\4$L#!!0 (_Y^;ED,YH-VT"D 3" 0 5 &UL[7U;DUNWL>Y[?H6.S^OI&/=+:B>[9-ERJ4J. M5)*]L\\3]P$T).YPR#DD1[;RZT^#<|7%V4Z?_?7[W[!]3F$[_[S;W_ZTW_|+X#_ M_N'-RR<_+O+)$WGRU^>=?MOWN_7A__Y?OO?__]S__D;$/R`6)[Y70NCOS]_]W=G;_[CQ_M_UUTTMSJ<7;UU:<WLC?ZS_K]->?DYOZG5[' /BXI&KX^5>} MIN/%[I:3$TQYKC5T^G\1S%>}>=_>.L"7&Q//_-&2:,,;5Z=G*S@'>+Q MY.44TW0V74]H)71>WJX7^9_O%[/"*^ZG_W+P,*E19R=M4WF]6#81/EVOE]-TLL8THU\7?\U_PEC-?L[SX$]^]F*H2:OU MQ)<<5!"2!Q!Y9P@:(8FL>*)203*Q.)$[STP?Y)_.WQ7F/EWF)XLE?SAOM=\|/ M^9W:MGBVZYX. Y?Y$TK?7//%G[_A^=7)TM/E,8.H>G?]^72Z.!N3?>G%P09]R MD&=A5Y)>F9A)4(YJR@YRR02&)_PU0%6+Z+-5;.(PZW!;>BBO@:Z/';*N\G\ MV>+H;+IN]DL;'6N$=.=.0|9T&R*%@GGD-.3L)EDD*68$DXKS/BCKL^W,@7O@ M;,,)_35PHI=(NG&DTYY&I=HBJP&OM08CLH$H>4]3]1J,PB1=\ M07@^?OS>T MQNF:G\2'6:IVN6JR.M"

*),PC"?D2$#% MHH"NY$]]=?=U#&-2X".@SDXBZD:4IX6=.AXNSE{CM+R8/\/CZ1IGD\(^';JH M@$?'K,U,W53(LM\<:XZ:R(K>&_;=4,:DXT= FQX"Z\;>7Y>$]Y/EQ\V\-!ME M,?\OG)W0)'N-&(P'936;?AC+OD#7SN!NLBL MJZ^QF&^P;%"\.EFW0\ V(1.AR;!QJW@'S#S*P.0.U5A IU4,I];2:0!?XPXX MV_#(?CO[4"_!#7%2\>QDN617::+9TTJ2$*KVJ>V)J5E=$B*/5VAVOF(NG0ET M$\6NXWJU?D_+EXOYNU]I>?0CI?7YZ(P(Y"QO]N@#CZ[P.%$'UJ*[%Q.VEC? M>71W81F35[C#ZJSO.OTS/7KG_BQK>QS+%*SR1@3PT KP#B=(!97 M0+I0%'^-M+UMM9N13(F&!\S$3I,?4>MR9LYYO4_INOWSTY6Z\41<_1LN!_/-MD6IL1HJH+))EBS Y"]'R%^EKD5FR5UI#=_7Y>5QCLN<[4Z2[6+H1YM4Q+;&= M&;YDXX]N8"+V&4LBL<;F\'GVZV"C?P=5BL"VD2RMRJ%]$#C?8OB20=1=&/ M'ALE=W.<,:,+1@<>IV8PVAE(J58(BC0F8:/"WJ=&=T 9D_4]B(6QV^0/846_ MJC].5\>+%^\D.T++>AEGNRV36/H?9S\1=K6B]FA2O%0E'X!UY,);8T$Y6@E-6 M&E:A1MO> 1^G3]X5_|^+1? E]:IM-@@E593)@M:[7^)'9D*#3FG?7%.U-Z! M-.]E_]@AY7N?QHZ;T&R%_I$[\'LH;7A)O*-/T0[/_5W^G=3M6.5L]62U:^QX7=%QHQM! [W]L&UYC\L0Y$Z"Z*?B39?G<IG8G>.R;_K0>E]B2X;DQ[.5_C_-V4>7^& MA]8__7$&^V*CK%9)C869KY&1%5LA.:4@Z%JLTDK)fK$#V^ :DUO7@3O=1=%1 M9RUY;UQ//]-TAK2L:J<(:-GM\(9#R@]@F>/ J.015/O8Z&[T8S)K>NBG[I. M>V=;,^MR<9W,I8LH>G%4"C(&9(40)4ME@K-)8O=3XJL QN1I=1#VXR=WH&.] M-VW>7M7?5]?LFXBD9#%0PD;2"M/.8 L<]"HMJD4^]+^'L!;2-__^7(O]_D M[\R'EM//!VN@#K4YC1'^;\V3^@JLU+32@GKS;$AUM:%HCU. "L*?$VBAZ5D2" M"$2A,;C4F[]?B=[,3=GZ:=L(/(Q?X,/;K=-X/5RP4QV>K$"HF,"$H&HF\H',5CILBX>-Z23UL2+^1(_UGN"AKZBOK"L=O-01 M+6!HH19!2PC>(K"'[8H*.037_3;R-:S)GLVMPORGJM5C5GKJJWIS(W[\(SID+07+;K-_YAG]GK MBBY7[,AC,U@<>)F 7K)B#-_M9K91)D!B^D'&X$LQV=G8.]SW;C1C.MGLIACZS/W!@U6NX/;F4G'.0HK8-)GT M$$()P*\9G:(E.62(^"-1C^D@=8#]91^R[,?!*Z'A5[!(EXI1VH)UPQ>$*UB!*W!5"G&WLs?MR.9TZ%K-ZL/n?I"<6^ LZ%G<JH&JH//%YT!#&K!-60 MKS%4H77OA,HMH8WIE+870X:0R@"7LI?K4NG9ED)=+X%,[1=96 DH=0-N,6CA* M1O=./[/D,1#$=V_.B2$\I#'1A*RO;UQHUQ-+<["Y>+#9ED,7PTU,R4NWQPO81 M>R.NWK=R)?Q7.QG_@+-- 9/U,_8D/I)"\T[3;JI[98>J-& L3X"4E$0C8DE M%R0ANY>4V0;8F(/^'L^+&SMC=YET(_\;6]V7'[RF#;]+,'A4WH7(]\^8Q"L[M1H@B!3!"926UD5GT+X-R"Y OG?3UH]/N<[X]M_$RL//O=)%M&4U(N=@_7CO% M.%AEI\ACK*18=3N%)O3.!;\/SYC.]_]1H9L$!HMC.P>#PGJ?L$"J+?R[G3^% MS-L584ZB6%=$]]SG.Z",Z:RO'Q-ZS'O^5:]<+=MI6 M C%9*-EY,*1XV%$A%,&6//M]3JG>Y_]:P!K3(6_A;UXD1M*]NSVP0RG?CB/N5-SWV6^UN34Z(\OJ MPO15LB*EH7.3#ZV+&)H63TJ%I.ME%'TWKVO8]@YRPNG\;+%O*3;&WW7QSTICP62OQY%31X*AMEWI3'* 6D"2==U6$9'JJ-EL!>Z'K,VQ- M]WH<2-5K+M<.IX4KM:O:LL+V!0(]>6':,,;5V\6L3(SP,KHLP!F!8%RVK& K M0@L-5!*F(K'W.?'=,,;DZ'3E1B8K(BR-6[\M&S,,<24:5*=4,)(PY MJ_/L)0^6HB@*BW3=PUQN1S(F)Z?O)K'[Q/=3 M]LHWYO?9>">;X>26^8K>MC1PK(!8 LCL-/ODVE/NG0Z]';(Q^3]=23* 8/KM M'&=:[M7|\+<[H5?TD#ODB"\GB0K(.50"RS;XLDSHQ!X\1E."J9Y0]KY5V@S[M 9I_VB+|#^Z"B9CIFC['100_>+)^&TB/@\4_52#WA4%4'AVTEQ<*!5"P-210)2MSN!%B#H8%S#6SBP;9B1=0I-.H4T41N^U;)58V\6BUFV#!_$T3T>KVL\.<.\L MRRN/'|/5Q0A8=VL4(P!A*CDR))@AV6H MZ.9+&&,R_L?(G!T%-X %<'E4^V+.QLFF[UB+XG^]H#7^,?$V1(I90U7D&!WK M'&3$D&5%)X-+PO3>G;?%-B;_8H1<&T3$'8V)\WS(TZFI&+)S[R1]4 UMI : M0SQDP4,.V?EBO=#4^RSC+BQC\DU&2+ N(NQ9UV3S]#.SG,>[.-IL)T89KT6, M(&W18"?I2:!H)HDN)AZRJ[UO?^:,^,RKO992\ZB/);M1ZCM(E)]IE:?F?DU/& MOZKGZ2SLBP6E+6U:,O#Y:6N"}-D,%(Z4R\5%]7NGC-P+Z('1W=\KJ7N7/?^8F*P/-#^A<^%?CZF]*'?4M;G_Y_^57MD>J*,4F:UL!A,1?-E7Z[@0K,57E-(;4/V+KP3#Y"|ORI^,45W# M2]WKG=@G9V^Y%$?$W!/%A7AC2!$PM|:'.-H*\M*7VOORX_ZKX<^ZP,/NO[V9 ML=.$=Q, [^RY7QJ.9>25B!7Y4V!)-&X\C",FG:K032?2N4_0)@*ZCV:Z5]!5& M^*#!4VJ:R@N(-;"YD3@=6;0]MXFQX-!CBI&X&$N;X AA56SZ(^=7IZ+>F# M=T57RW:,5&!"+I",1R"?=;(QDQRBA,_9T\=T'MB/(^+MW1W"BE5-DG=&Q[F&:**&&@B)+ ZT(Y[M/9D MW;O"N-&Z; VYB,Y=],Y/|C(:[H0O36]N!VSOJK-/LZ9+|-+B-53K72OHIWB^ MG ?0V121A7KL*2\'|^8-NI!j-91/,.(.&X)-\[GB]_W%6]\R_/V&F[\N?%V MBC9N*2O\),,@ARE_V@\??UNU4E>GA]W-\WKZ8?3.B:W;%X3:[11BBI@:G5Z M3;O-8S. W6#EO#0"4?> ^OM@-\7"YPW1W%3 XJG M149204?P'2,8DH*GI97[2"+E:(*KMO?NMQ6PL7DI^Z+>-#8NVNQ1[&KL7>&X) MBKI;-G,299$6K0=OM&BE$SU@C1%<\EX5DPV)WH[Q ^"-2<<>DFL#";0?X\X6 MPZ^+IYF1+,F'D]5TWDXZ3^V%30ITZ4_*)'D=0ZF\$EK4MW$!^=L>;H@N^!01)?_0:77;;#L>[N54%>*LR5MV!K9:LYRP8QM2ZR(0LG/?3" M](FWA[=]!JFCXEQ?>39\Q#]MJEY/IWC/"\R-1.9T2F9#21=,QC/+G;,M?(_ M7NK6"W1[>_>;B5(CJ40)G9(3/9=FO<&NS9 %JGI*SUJ-/AYN;S!O]A M#Y4&XN MA_;[$G&_]\WM -1^K#%Q/CLB36!%]I8@38#@8F5+/3C7<@1"]I(_M.P"^ DSCWJ3,I2E!&B-.GG8)+KWM%R M-\0=#HB7S7/^D4[_?C&_62)EDI0)P>H,2K<,I&HUA%@0!/&^4O@_]JOI'PQ_ M%M>7<#(R!/%N.47N*\,A\W]Y+(J,=F!(\V"K3BU$LD#P,I51V4CI[VT9_-*+3H! M4GB%))/2[EHIC3NZ8MSIF"_A.&)(4G061_="6<=+RM-34_O3*I=:>9DE(-M>RL%#'!MOR,;94,DE *25Y0L5OM+Y]_U@2+ ZUR7062<@B6OVU":=-]JSP MUUE3++5]Q99!A$6U Aj97:HJ V1*CET,%Q(.$"SQ65RC2JT8E4V\H#PQ[7A9^ MF*YX@,\7RQ\7)VE=3V;G]OJD:!F$K!:(%+'/f!($BPZ*+EBR=52ZM[&[#\^8 M2NL?D$S=1#;T%G59W/MJ#?&F4B46">P#6C"AJ'9KU%K9%-Y5=7%1]8X^?PB^ M,57G'!^.M;M(>]E/-^#=UQUX-1&(J)/)4'*,S<2SD!*[""^U.4$5AA,YU2VOJ-M84\>4RG_PYE6 TIK_R4>G)56. ^T@*Z/!H&AT5P*$-AL[YWC=8/4L\7&WX M^M5:7(,(LU_I]6L'&FF]N;5@#(T?-W&)#-$Y70CNX) M);6~ZZF(9"1V#U^7+*BM6+6O6D>C.N-WD=%4$%&@B)+ ZT(QM/9D MW;O"N-&Z; VYB,Y=].$M+6G&$V]_V[WM#;YG-%G<]AV(HG^VI(>TA#?!?9#%8<^DIWEHE+ MB>$8 S:]EH[A-<3@>(A91*E\1M.]EL]<+;BC?\&5%4OD0UIH9=^(Z(IW/ MAMU$9 +(} !9Y&QH):EJS(9*[SIA.\#=*D)2?/V.VY?$\Z1HRSR;\R\U2*B* M3D(CM#KQ[#0ZSUJ9S3N>A&!+,,9U[UQ\+Z"M:/9MQGP_5FP#,NFLC>*Y:KZU MG>*D9*FM%.T\?\O8|Z5YF^U.J#J/2ILH<^^]O<! HH MZ(QO.8U"A32'?EX)8II$.(>- 4TEL WY%A&#UY4BVY,!C^0EJQ MCH(53,N(S|7&6'I'2^X$^,M,-]}EL3<%=.MC^M^,$'G-$FCVZU7DY$]P'6 MBG#,RZ;'MJO##]J01<_SQ:NU!XA_;PKRE? LO$MNZ*GK5KH+;=139^HRP1JE2F%JUL#+WU-MU?;HQJ2>FYQFI=AJ4BTD9Q|/B>F=1/K;&SH%;M-7_Q]-Q5_(?8/5&F*\V4&.Q+>LX0DQ9 FGMM1*45!|+[MG'$;KE,7?8R388 M7W3+/^HL/R.S@*@507&6BBDQ1>Q]AK83X#&90@,QRHX]JL[P*-WSWJSM&[@^YG07T!*F((QMU7B7AWX76O!/NJ M7DS"IN_6I$6VQ^;>5*M+:.WM8 76*H+-/4GJ!2^QIB7(7EE%U.3LDA7K(JE^G MT@T&VF2AOEY.&R^@+Z$8 MU#XXU$!J Q2C_F4Z7RRGZX^;(;WBQE+I85 L-FC9 $,36'MD2NZZ,W MO%|FF[IWG,H7T9=0=']? VU$'N0W2P.%2R[YF 9J;^64GW%UWV++KY8OJ'CDV5^S]OGI]8; ML9]UQA9PK32N24H >O1*8FRJ=&;AZJ?S>]+Z&(U#ZWJD[R&Z;?3((OZG@S MV)_^H&6>\O1,M#/!91ZF+ ^W*OEC3''-&V0YQ15*\N?;^''/TL]''^@*F-2^-ZO= MA3?T7O6&*M%1BUF^]W=T|(O$N+ |L M./75$]N+K(;L7/FVS>'RXZ*^G;Z;3^LTMRXWIYD9T];,=3;-/"]O\WL)>5-. MU''7Q.LC3V6D-VT7-/+'M#UW>YN*\+"]N>MO/?]0U3F>K3X>S7:/+2<+KT!?S M8+/9]8WF3K?XDVAU\%)D&RG]H80<1%0CV.HQ%WABI-\O="?#N&_'5#YX(M$D[6BJ!M;ADF1;0MH@#_*58@FD*]A_\[@C'=#^R/23>WW$=+I6N\+_PVK"> MLAI:+C_R3O!?.#NA"6)22673?&_^0F@AHF(]T\R.F)PV?-AMP(VIDO?P_&H MOPR'U./GC1'9$4]LUVPLETL](@YMT(SSKE,@]97;98\D_.SFBLH.2]O;L#AIX MF'GHI%YO ?>&+0 V%?[%\FEA?K'-L$F&W> \|VQYWHNDM?2]Q/OT%&^KR6:B M#;JUG# BL7=<16B=+QWX6*2M[4>E=S68@+R4SW>1V*Z% M%V*E@A8&?)5L(=$NB%.<;M"QGN#/";;8 S+X)/2P,.D3!\BU3W]F*^COPI M*;_Y:HZ^R3F^UJE$*N/8E0T5D&H&LJA2;G62Q78]0@:',JKPAZ]Z%>S.E&ZV M>,]A/;M1=OYZ)4L4A:14!$XZMCB+2!!-X-FWP7F*F(WJ;=/O=8"CBOX8TQ(; M/]W&O*).WWE6,.^'V6@E22DPV1V'JX+14D.HL#QKF(IV6I5[!CI@POT3*W2 MOI$%UIE]HUQHMS9-V8QP8DVR3K);=J85/JFA52%15QW6D+'%$]7>643[&=FH M6LH]I6NI$\%&N7A>+Q?LUJT_OIZU"YUY:0>"QYMN?!A1Y^0,^)QBZPI+$-N^ MP#Z>4{J,=-WK@N]E8 ^,=_KWRCDXN\9W7'#9..*\N6"EC#5Y2*W#C5'2 58? MP:LD2J#@DTE[/RFXCG),,5EC8OZXZ#$^MM]2O=)Y$U0K(2]$ 6+2&-D1U M,2Q;9)OWSO?%2K=6Q385TWY'3DRI&VTP,V:MF!?U9?LU_?XUP\)6V#F6+<=X M>P#<=877EO?#4U^U&&MX-V&\2H@M;&M [& M09M^O1+.YFA24ZDA. T:,I)33Q6B<+P425CMR;?*L\U)>_]LA_9(_.:X]B@A MC=)YO-4Q_B08U&(HBG0&PM9I%+.!9)6 5-@0["D)[%YF=.\#?&C/QG_OK./A MVRB7U.7UXFI2.14V4X(LB VH1.%"#A*LJ+X&603:WGD] PWEH5TH_[U*#D"A M4.Z':VW1S_QI].Q#)Q.A*AZ;D=% #$)#-.Z0L<$EU3L@>?!!C:JGYM>^1G:G MU2A7RS,\GJYQM@GO>I5FTW>;CYN45*UU7H!3H>48E@H!,0:EA4(I9 VT!Q>V M\ZC&U1CT.U\P'9@USA5S=0/@3Z'!!0HJ3B(>0.0(Q6\F7D4{JO+$;Q-\0*VB M&$GD\8/&-:H>]%_]HNE!KO'=!Q=S'#YTYR6[SZ^_;AB\:\F/D0450<@$33[M72)\RDE#-%8(5:M!M_[(V9LX1]79=4SL'QM'AM05FVSI%7^#LQ?SNEB>"NO% MG.'C[#*G=-=O^WA&:W!._N=DM6[7UL\6\]6TG.5/_fK$^>JT!!)$RQ1D4*V! MRJ9W14J]?"'7[(MTR5DK]Z M!AA9KQ/IUV>E!RY17#Y[-=''*1QT"4]:E#";R M',84/6A$WA9++*E[V+HRS%; 'YI;LW<0|-)7O.MKN)^W!M-\,4 ?ID6,KD.%L M$1C\6 V=9M5*D 4HK-).6W*8U5?+Y!CRGL=,8U'Q951,O]&E+YVQD>RX%O+ M F.BA*@DK^>"'"J"\]CXYXZXAQ3/XEOC/^[,&;42^ 6RQ:UE$G4RA:W3*VG M?0&TMD".% 0Q2<)A5L'C"%#GIE\S2MA1^:,9S%(@=_CK0415S_19HWXLTHUPF&S5]-.37FB*]9,_=^,*^(\G_P\D?SLFO,LO7PUT5%;MG:R'(FQ+_#";#B%L#:,F\;2118I#:(G[88\]1^(K?B8]"37*!7.6'74Y(*5% MEB& +TZ#,5)!BJ1%2M#H6#+X]-%,^(<>RK'U[PD=J',8&0@43E1.\S"93]5 MP%RP!9JE0*PS-7H(QA@S8K(8JYXI*=L!QO50[-'_KV^1B*X!|%OI+$L5],$ Ma >"B9LE>@K&- 9UABU0AN!"L'T::*O90ZZ//8!Z:,_+-&K MH4H|;9-N/,Y MZ_9Q$H-V%8L'$;/D5<\6:=*5H.08T=DVUH,X-I_""'LBR5CX/S+"#%E# ,P. M#UXIP?-W6E^6#S^^? .=OV&'NND[/:]#K?1^X^U4'_W.0D@M8=;G5&K|+JT MJ" .?"H2*AHU\85QKT!-+IS;*J^#9U4SA)7)RU*36"N$<+RF?]H#A[WFQM&UH M7IX>+9;KZ;_,E!L=-(L:2]RYC7C(KL\J2)$M!%RDI2BM8Y'[RZX=TGT_ MHC$%<0Y&J8Y"&9XHUFD/.(@H8.+91.!<-B99L,*!)8G&D7:IV7UPY!S7!L M"?:1F-#R*!S;>UA1&#.WFH0UMN8:R3=O2?4_8C&U>B+V.V7$/EN>UL@=+ MBF*B@BM8,#!48@#Y2RHA.15%]] [[MCP$ZJO8*AR17#T$.Z>A@^K*)GK5/9K4E&4BJT"1L.P% M:0U)ZG9.E$TRI:G-UM#!*W8%R5*KP,*SJ(,^#*4%:K.=*#7HI69\LZ8K.N@4.M.KUU'DH!/@;#T,ISYWG9CV)-HG468&8%:2286F)K^L[\UD]H((4+MO>9V;$4 MZ]7%=18'\7\)E"\7)\MVM40ELG^>#9'*;|\-+VR>0I7D_+AD7>G>C>AS2+T@) M/X1,#]DN.XFQSPWAW4 ;MGQM3W];U[2\0"L1:PU%0O'!@Y&H2U2\/RR$M? MVBW45O=_.X 8TRG@'S:JXSV8NS=SOY?F1\T"2%3=0+91V_E&6/,$-H%9F&+ M5-E20KE>1O| N]@&ZI@RJ$>UC3UPQ=9(;#.4VM_"!F/EW-U_9UF'>B7MS]?C6IF.E$*%4W,JN@ 1LP*98I&8JI.F]I'P;H@?F&W\;?!Q)$>4C7_ MOI@8"JX(M""%MM+UOMQX%=$S-S$9#O,<(<_(P.YRF[C:O3>;LE!=EEH1\(&ZNU;WD0QIM.*;GPV'GO+?_7RW:0?1[/.)RN##$F]DG1 M0L56V%XQ,5'7#)C)DG!1$@XO27D/HC$=)PS(BQ]RZ.:1EXL6YKZ)7:=Y_KB! MB+-GN%Q^Y)4WG^4O2K&,[Y"8 Q[CFA$:37;D"?##U"/=7MT8W+^A^#. M0'+JEGP\KX(_O]*_:Z*3=#)C 8NR ML#?H2FL.FI[79K4)-5O7VSK9 M:8W.DAMI;>DNE&F,F$12R3)_A2D: M3,F.%:4^UGHRL9>KMX=R'9TS%I88@23=9]+1>NK|:0;6DE-]H-GP.45253 MV?S6V:)*=*$T]XN 7(T]%\Q5]PX>.95B&LCN'41200Q/.?VTS<7)L@7V MI"LA0;/%_!WOET>%7]WA:.Y!G]_A6.[QX]GQ2&YCGURM=_[3'WEV4MA(.1/Y M+|@^66XX\-/5Q9(NZBE<9M R^Z*6,66PTCNV6%2&)$FR76ND4>BDW=)DW!'(M[M[6E;KOR49FNO-_K(9A]WHM4L(0N:DM/!)^]Z=/|_'&V:^_3TNB54)/093(Z" MK3 50)%/3DEOC-+=;9ZMX8TB"/C@C!I*GAT)=UH>X?ETXQP^6ZS.X])]R;(8 M\'FH[@S)\64!F/B\\X10\]1[]X.\ \H#SPS_6B+M+]>E)Q@+3,;2-Q$.8LY5T M4QCL),R=D&F7,$6TU+FK6=']+'G0HIDD HB^:.7925=.(8K'=N!0(&CC>3DY M'8\F?HI!^D$;M6](M7M2+X\V^DAA+G/=GJDD#I>8UQBN;AS)8]*U C9%-XH M:R1V)15"<8K_9Z*MP0WE@-7KTI6JS7.&X$F M2D==?;-$3&PF3E5LXB0]JB@G79$FU=Y':P^$N/-!XU$SV\|^?_]!WE(^6RQO MUXO\SU?'39RKI_/RAMCLG^;->]|/?IM/UZN)*S&*K",@"=-"P1%"K@CH46LA MDG.1^]GC3HC'H-SVP<8;QY3[DW,WO7?"_-R8F!]P-4$RAL7HS8YJ]X:\4$ QZ K#\&X:0XI.+<'&BTB(3+FV=>'ZRJHO IQDK MK#:MX,]/5X$ MODT\F8HLX50M0"#E;^3S%Q/E3"0)8V!=5\GZ#N?LDU7QXL5SGY>+DZ.^5-/ MS>\3;U;G_R&/A"_(DQR-:D'J1!*;HULN YRY:AZAJY27?_0#NP2C'9!P<@J4W M3NF&E7._4J_M<5Y$$9W%#4UJ(A&"\!#0MHH9M@+6UI];EAL<&LIWGDO.\=_MQ37$%TK1G40_"JJ&4*-/1)" (+3#C*/*4Q0+!BYQ41)-*]RNR7EQ]X&'Q YZ[MN3QX57]>+$KK.%O8\A5VWZTY-]?36PL%:NV0.)&,*%$%K!(P+N2T"!$4\-V MC2R[01J9FMD+'3^)Z#R,-\-5\D[AW_IOL3143?3U7JY M"78\GSN;8E 8/52)%8R, 5I4#[EFF:5BGQ[5T3HAWY,>37]O"!N;#W#743 MOWEJ-Y(CS=$]0DL@<@[-WXB04'1PD?C6>24;MUWPW$XP'IB@\VUOHSM*<$*_K;G_X_4$L#!!0 {.Y^;EEB*91AGF(_*"_! 5 &UL[+U;IQ M,)?ML%W=>S\Q<$G8C)9(#4FY[/GU}T%2%TND1&IAD12E[@XW)5)<'S(_)E M7O[M?WT|/?GI*TZFP_'HW__" Y7]Y2<CC[_^U_^^/0;N+,_\K_XEW_Y MM_\'X/_\\N'-3[^.T_DICF8_O9Q@F&'^Z<_A[.M/LR_XTS_&DW\.OX.?WI^$ M61E/3@'^8_YG+\=GWR? #SU!F/PDFU.7'+MZ=_-5Y'GT.#+3+%E2(#!Q7!AQR M6Z)(*5Q__WW^^O;EBRH.1/9E'$"?!0%BL3SSX(Q^?/%I_^R_/BW6Y__M4\X_S;WW_?0?SH=+Cf@_2U_:?_\;N;C^D+G@88CJ:5,$I7#Z#'Y]GE'UY'MHW]>O$D?G0[.IW__9MQ"K;X@NX=PD]K/U%_@HN/0?T5<_&2_^NW:?|+?_5+ M3S\M)!_M3(>G9R=X;LO$RQKT5\,N8+2% <[_6[.MY\Z8OA"023]/"/1;'%6*-\2XZMN[M8[|\+LA8POGK'"'BV]_=%,_X_O;"OC65S=._\B;,73B).64'.XWFLX+T#> M1#@|FYPG/!O_B9-_3>/3G^?H_AB%\SRD1?7E>)1IZ/;7T_'),-=5]N:,_JU+ M[W1+7GX)H\\X'8X^SL;IGU_&)YE6\%?_?3ZLB]H9^7,*HH]Z?2/#:;#.E+%XO?!"6M!Q)1 ,>8@>*<@*HTI2!NRU[>9-KU@ M;@G3,.?:\A$_5OWE|:?Y#BH7?EXSK4X@.I.:{;HP1DK0=%F M##'1KNV3=]+2>.G+B2N?XL"FB(*C@"#]KE&>G+H+,,N4@N(V<Z76(Z0-TW%?YL6Y@"=06-(%!P11BLD)G0(T0L& M12;OB@^V1/G(G,$6IS.W0_^OU)7PZ.3'l;4U]/I.>9?SR=U)9W?^"]FP_S-=XN# MGU??<)*&4\P#Y,*W(EG $C)-D9+ <^XA%,,MTOKI,.NT@.U1'B?O=J2U'LY3 MUB">SXTU@+E*.7E%@&U-C3&T33,IP.1DLDX^N\PZWV!KD$^298UTUL/IS)W3 MX@/6<\MW]O5'53,N@LZ^6LM!!S#B!<=+%8 M)L3-S;/?M6T3T$^2A#W!]#8I;5-[?P%[OO]/:+

*{HI)}"[.'$80=+!X, +CFL^V.S+. \2,[P(;D%*26// MN4#4Y+LJ'5D6WB;+6Q]*;(+K"9&FA69NL\?WNNN]Q3_G;TT'R2G#HBS@LXR@*

M$B='@S$!$;4L1F09FA^9;X;LN!G4@W96')QV#H^]R]:[0EE]!:N8!^\LTO!) M)-%Y5B-(4 NM6$X[,H]^!/8D=1!-RL8U/GL?9/CD#GK:\W"7-,H<32=ET+\ M@(OC$/RD(DZ_#A(OA?< T_KQ0XWRD W36RCJL@%A381P-,)H"#+7*5IB(JO4& MV/>8CINW\!6(%93O%B;YR>A6!N2]7'G;.VUEL#Q@1))D2]DS U SR5A%,1 M7VUO5)GK<&BI*:KC9,= ^E;>"AIT3]G\?*

*CL:3^6W8 M#UT+V-HJW^2 M?&43 6OJF!(2P=,< E&<8D7*R'/K'ZA6Y(^3]WO5\ JJ=KYNN SD>C.>3N^] MO9W<%\>,BIELD4,*-!+EAX8Z&/8H"3.F71NCAGVQ$<-*

VWWJ.T5Y.U^AW$K MW,5G%U(DIY^F#ZW\GM>@ D_"D61O"VUU4:W+XMT38K2WF!G!R=NP&$ $QFEE MT9Q\5YO ER)]E:[W0KD:R]\K5C?

1]NP)E9 'NNY+UQ[536%$N1,\@E$SF M0DD>@DL:I"-[HBH1-GHL/(1UZA]H>YM:U5M(,;E!W:!.%SK:H':'/\^D,/ M4<5^2.T$\S[!$+4GD4T3R D7:!P90BI3,'L8C4YY%I5/7-*

E&PWLN05=4FE M#+1'U_*]BGZ-$!2"&SVl K39I4RGT*MJ]WTVJ56U39*Z,$:?OS2 [#'[/A M"7EJB^)NR7)3/-;T+'(+@T6(4A1P7"KO?1%9M\Y0N$R@3+R\=5C>?

*M2;@L%[L)HIYZ:]Q&LY_&&AW5-.Y%QCTDHZU Q]SPUC,#I5A#R%(@SVF'%%FZ M1*L@,\$_4JW?TT.C=Z5O(!K6!98^CD__"Y .,\ ^ZAKT:X>3S!Y?A6 M_#),OPR\%KP4[X#95,T,I-%:8<+C#)|KKUMG;/P(X+=Z[RG@ZH.@FVHYCD3 M7X^^XL*.7%QF75P<_$+D)#(.P\EE&837HX^8SBCW/JA0IG'4;S?XV>\X]4_:EFI;,O[HAO$AI@O.; MJ_\[O),\L&0'!Ul-P=E:LRO7!.9 ?*

DQ)B;/).I/WW8D_-QYXW 3I(MW6!??6 M8AR-SBN!Z^]>?3O#NAH.F/"TBZH B5M)#A()(=H/3YS? KYOEB-?U/XNMOX\D?4QP$S[24-H&R MQ=>\E0!.U3KCV@C8H^=+?VKH(8>

*]GI$'ZEEL@8!2"],+RN!T MY:VU+D*B?YS";.6F9;ZY^"K] &^<*M8?DZ7G0:4BS?P0G7UZ>3V>T3BW> .M4'B8,<>ULI+![B@G8L!T-%0H)W8>\AU MOA/6#Y?PK=J^(RFN'"*

<9@0+>?), E&98(5,YH[\NM.+)!DGDEN?FK=[6 M0#D:8K00=0_)QXO+,[)K+O%["#.L+!Z.SH>CS^ ,<"&)Z8!A5,EY!=K4EI3. M<-H0E:NE:U(L/@9E6Z?

;8[N:'C2DT+ZRCS^(0#W[7BV WR\8R6.\+\E=ZJ MTJF ^< FK5+ #"*96EVK:/*W;0!6F'1*&B)[ZU#%;3$>#8UZ54X?*6%^#2?S'NNSB_*TBYR_R!++,6JH0?*

^@"OE:P4=/2Z;7V@BN,,0NE[L1 ML/A37LUK,\VWGT\^LLO8?09I\-1.#D9_QE(@F5,8L<\G)V,R:^?TH_AJ^F M%QVMSN<&*7J/86^';E=Q[^U%V2A6 BW^>0WM9#RBEVD>?#QJ-*

UF@?CVZ_HGA M W/:INRB_EC]*QWDS*"LG?1P91&]2Q.!CD3DWKSW6&73WU+R' 5BVOPTI MFU!HL2&GN#8<) \F9 ,F&N4+LJ'>;*2P-XGM-(Y_MUR\G8"W*YT^JFP EW)F*

MA4QFT#'A.G'F=,,7>,;N$6<%[) 5VR8/;*,=_<2!,X+P.7G@ M =KT.1]KX!R6PI-,D6^4[/@4D@>VTFN7Y(%ME-)' MH^L+'^NW\>37\7E,B$V0_F/R7"&[TJ9#D@>1:IL 8UBM:Z;*

*MAFBC ;^SC"J87+#Up>,6$)\Y!7"-M0Z?O(<U+O6OP_G-QN4]^Q\GBZ**\\-R MVN;G(5R7l9^3X,6JZL16"U39(fLK7 -,6,4",R'X&W%TZ\KO=<9RK,S:AZIZ MB,N\Q+M"6*

//BQ++3{G'7B.E4K-==%#3.;& M&W.@4:+-=?BU@FGV6'LF%R YN^2UJR[,'@VGW=_/?4Q?,)^?X+CDX31_CS! MS_-U8%PFB]!"IWN_@-D:P[WNVAXFDT5W:KS\\LA9#G3_RRATJEK,

<O:],IG9'3<4;N.SW26>Z8M17B*;+@\F-P'5\)YH M+9#=7PUUU]%MA3<2\,ZT[P/ZHFP&+NMI<6:U$*I64)*.F:,TQFZ4F'586K_C MCF=`2M|&KJT3==^_?*

*[%^/&@BGHXCA@U*FN.A+(#DT0#"O>H@B\A,W4N=D#*M'[^6>Q>U!LZT(=OXV_XF2TS-6F?X=?+TN^&)6LEM*\[J14;5&UG&\IC!@(@:6Z3 MOC>OQ[?*

H>_TS'KV&XFOAP/4Y0@ORO=$EZ,C=ADTM6$LV0I.602&N>2@==;- M^#] . Q*[JJ1!N>>RX++,S"Z/.0%I7IB]-.@?]_YK[?'Z,2OHXG=;%9M?^2*

*M("=Q<0. '$**Z*55&K@J9"QP8[CC) SE'7.QZV#99LV0VN!YS!S9EUIZ2()? M"N9*+NJF7W"RQ,9%3-R9"($6-%#(R-,(HIXL6&]MRDG8UH7U!L+SF"G37-X]*

M)+\Q!93;_FA5NO6K;\LV(/7ND/Z7<X5Q@W]EXF/AP\E#>"B+;.")FEAC.8A M>=VZ5LH#8.[^S]!7D!V^%;765VQY<_7+^92$,9V^') _&X6B1>9BMEWE&W]Q]*

*MEFE[^(WNCE8\^".>!7HPGGR_NN__-FC*1&CXKIB72 SE&-2$+75BX@2SX]# MK(M/FO$>[I6ZX.VZHCW@V8N3]\[(S,!O)21-!0)"9@_%6YF0]-Z)UWZ6'*

*M8MW57=7.>'=SM=N)$O=!QW55L//(G.GP.I"?MH7.++?`=/4O@[?@C#& -D1N MZ6=I6_<97P-E7S=?NZ'!&NYU44*Z/>"VT^!]"-J MW(>W?6P%\(P9Y3@HE;)L8Z *GJ%'*

FWB[$(*4MJ;7%,DCQJE!%UK?ZMB&+CL$(K#ZD2@$_9>;_RN!^S> M*VNLAW%C(3;_H[N%ALF8A! <8NVJJE@,--!$^Z^20JK$.=Y,F5QWJW/4RNPF MN!{6]T71JH\S.G;JE?

FF_L'%PA0CD\D?!4QO&9 G SO&FH1.2>%ZY M[X#SL,S#5FKIH4O.&FC+F;$)N)[,PSN!{<C100>[6UHNN_YH+VS+ M4'B0=2_$VHL[2

*@8,F.&>4RM'X/M@2#WF(3!X<85:[\>OWO3H[%;EXK/U"JK4W#ZU>6[\K57>8B M+VP)4 ;L"^^-O3+H- K<(47,)G^1:WLK<*2ZQ+X-GC:,6BY'\&V]O=^Q;.)*

MIN$1,H#;,A;CQ^]SD0'12Q2IT=I-@XY>$F)&%YXC8@,%!ZGPSP,D^&EL4?;"GKR M!Z#08&ATW! J;8 S6:Q.T45A-MIAUSYBM^%1G:0^;BZR/CI+A^_S0+U/X^6Q

*MXL7&@L.W.'M7YB6=+PHHD.W 64(!6)@@RDJRI,@*H%='HYHKE.Y!@->NPD9%)%0:QL 135V0VU^D^HU5$ A4=*B#%O?Y!X\YPF1 MH526N^2K#*

(9:F7'Y[>QC">G\|^^KJHD)\U%\P!-2 M0_XT?C_!K\/Q^?111HG1@F4_*BP+9&:PQ_23VG"4$SFSR7L1H6M=:W.W(G@#'] M#*Q@JK7/!WHY'-?"4U'$RA[UHM;MH1/1.&$[F:62NQD!8M?

*>FIA:++1.), 1H"O MI0.44PZ543;QS9*RMWSP$V!=[_IHF.TUQ_H!,^)1/0G=%K4)OK#L/'BR:D&Q M4L E4RL.T!X(@=*##ZYO7?&A8|&,)3X=-N=-1#[MBU=9.\I9SGV@DG|\,POQZ| M#&?*

#63B9I[K5GO I&N=!$]LZ*QO!:R11F2!4%.1WR]9)A1N#>P(TZU=A/?12 M_7TX&D^(}!=3X/+@D;;CFH0?/N,OW]^29T$0EB!46# L.E#",*

{3GT05=;T"0/47H#J"-3F"++FS65V&8QZX#W"3%P9VI=VP&V MlV39JPJF83ZHJB :U7C'O-_M@+89)#I764P'V2H+PO$)D.4)Q-6>>4\V9=!@^?],C.V7 M)!N(OWFMS%MI@-*

*%GX\D'@9)L N6L 9^U!HT`!H:!'*8=SL)/11Y$/N)?N[\R>W M%5S+7(?);/ !IQ>AX'.^*LUYBI.!R#R05TG_[.\%N! SEX9(K#;ZZKLGN/+& M8X_;*N@JYL:Q\=>@+)F\"9B&D=*W*

*.P^5KJ3.E:KM8,L&\=+WP;%"RLQU^0I MU @}\U.1@LB):EMX1%Y>3R*0^2-FNC^]L;E/"QOK\E' 4)L/+F_9Z-'@VGLPP M+!TFfTY"^?]?*

*[#_`BXX&2"^46#@2/7D@R(53%K9BQ$+5'X(I'H30: MTUM%K"U@'H19U^9XJ6\E[3N$/SK-,4<'6(_Z5>_%O*MQ;QF5Y$)XGENGNC^Z M$/ZV"N\)2N;^-MGH\-[@FFZO;K->Y%H^7;N;*

(/G,,OSR?U,G_Q MR:N&E].!S2RE4"+X4/-J%%DK@:,$$[AX57Q6Y9)O6Y*[@?<>K1X]#H[M(!OIP2.>]]E8M-?X^'TZW^V=$ZXXXUH?4HUUCP ML WGL=[(Y"A<,35]5R]!D"UXZ

*3!REZ7RF'GKY/:=#.QI3X_#Y5###K*3GFM M,]-`!K2=A:NAFU;0K*?Y!U DB.QDF8O66NS@E+#%4)XGPZ'P!'5B5LLQ_8H3 M\IMJ#*H<!Y6'DC>H(/3HI'RG>8V%@>"2IQA"4-*

*KMW!*ZB?)I<_NP2- P..5I' MP-Z=S8^>1Y_?8)CBAQJ^_Z[\,5W\Z4 R*944!6JG>_)B:@DB3E9?%,I(D0@7 M#I[]=T)^YOV!TJ.'/+:F ZU>?,T0O>*

*[K#ZSW$:.U$%RM*2HTO4HY@#2:\RRL M*D)U!EOO@WK;,^0PN=-#$M[?QN\Y_#D9!"#OJ*%AL1KR&'2D1 9 2;H7*0I*

*MWH70F,,7SWZFVH,UL38'{C"6R^61Z/4W%]4_IN_#]WG08[***N9(+"_K;7+= M&\@3 (?1,9[=$C9;#HVD\.]LPX4/:LF" '==]Z MY2-?>^_->/3Y$TY.?\4X&SAK W)E0!B=@*R]#-*

$S!D(4:0U+%O4A7R[=.\#G N.7/8G%HQ@PIJ(G;E:)=DRCE?9[)XBs9(^+1\1%URE]ZO>BC\CNQY MSAPHBU9,E=?V]XQS&O!Y^_&WKOTVZ:-P@%BFSY[81=G^-*

T&\3P%IL^-%6SO7./S@5^-%%>)^U\!E+D@_*$ M=>15)87@BJ>L'FT+G$FV8&84?<-Y3GGI:FR>VB+O'&-\,LU@&L4S$4%FL6+ MSM^\%-*

"E6.5+3K;T55AJ8Y#'S;N&"FK9D]5TX5KE7B7X?H79M/!)*=U3T/FV C09X M/8K8&&61TTX797"U& O-SWJ"0V:Z#,$G&7=QJM%F,,?*\<-BP8$;)#=B**=D MOD>5?*

2VVP&7MR:DB1%0!E)&6H2O1fP??^K<$>]SL/3@EM^YPU&)LUY-<289^ ME]+!.=IA\D,'+F8D'-!,4MV^N=]*=;0;0$I\/F: /56+#)R;.9'OSR?I2Z!I M<@GW>J,\$[BRBL2CDJ-_)!/@5?

*^0#.T%+IOB2^OZ01L!.U;F|:>=':3 =%FO M;P8:.ITE1B\!8^W0Z,GH"&140W'!9,N89S>)MYL]^1!C4]YQ6NDXH:Y*ST, M;77T8.#!&XX"M%8{QG@$ET@#3&7T'(WE-*

[L5[X3"AQM. ^CAXW%W9#7-->IJG M-4,P\H#.Y.!42:8V]6@; T0M!9K0HU'S";$L@\>W\3Y3.'=J+AA7DP?0YM'M[UW,S.\#M-$G0^/).BA0@1P-24L(Y..F:CDS=RKW9#W1YC/W-*

V)@G>1D=)I M:->#YE)@C GDP)#5[$5.!Q88R"'UEXGOD90B 1]<.,5CX>U#E;N+S)(N YL?M:ERWA93WCEM1P!'16VT!K5NOE)C-)=AT6C'}G+G=1/HLWMWI.26:2/K!O>@*

M.+0.$KD*82O96\X9#=US![JG,/N,#I+B0>L8O?,/-C'V-JJG-C<>]WU\VE%[2 M85SKBJD/BE-*V10@%2%IQ^.Z=M1*M6AA=/1.";+U2?)N1G:L,^6 ^;$^'1Z3O M_L1_FXRG]-

O+>_%KC7EI/1B2(#"?SWLNGPR_XK1QA^(^/KV?'L4M1-&H2_$& M?;'?7 9RYBACH. ^ 4,L$]XP&G!?$-D[3P,B2G&\=^[H-OJ|+ ^1W/N$P1F+X/ MD]E5\|1K6EVT2PLV)Z--

*@8#2U[OW"3'7O'IT80A5T+K9$;"SB!K WE6OX]8 M=G/EW;4J#[T=-,"/C\U"EUG0UAU[6?4$%E,P*S/5C.1==DL0/11 M=$C>2O9W=TC>1G \3M,[!8[O\Y?OOX;_&DY MY3-*

*3CZTF/&1AW0+T"^C:<7DRS3>#V9))L"74_!DIO MJM^<4%HTH4))LRUL9S!+GF@9SUZ#4K2@!X$>BD4EF>5*YQVN;!NCV3WFS:&R M,!MU-3> .G;;!QSAGW7]7J2YO:25?*

CA[\9G,A/E]X,4&GX10$C/X6@5488K@-MA2A@'7KI.!=$,Z[.)BOW;=5 O2!)Z7I+%E#@($0S0B!7YBDQ"R2)+%Z/*MK4S?1/#<2++@<8PT'<^#(.MU >IR<5,4K$0-

+3U/>]8<^0N4]6&:L'<6 MK@3RV@(IQH=,!ELOYR|WX5]!!7;SC\(F&:FGM1Z^4P-5Q8H!ZY$Y-&0,5I] MJf:/!%A2$-,/@<7+QI2!QHS=]XA&RHC^)!["B;""-?V"M<$*>Q5>*

*<*U"3.O65A8(M4+P((T BYIV$]TUA&0]HD);.68TR MA]8![FO!=%Y_;GSQXHS"5",KLE)K-9"9Y119RU8DD&2Q2=3D(C4O!K,2R,X"*

*M/9OH^M:BT%FVAQ*G>7.DB[@@_BRM93[L$]N0+J{!ML 54\A#;L1I2=RH;O&[]% !W'OC@S+:,\QZ_.#G)]/6=O#HT+-Z4'"8I2R"B*O$4I.)XB(''#)KS(4)*^-F0?.=H3Q)!G53R [*

*MQ+69X,+8E&B)!^==%#3/WM=DM\ M4&(FUG0[LBDK:%-IM;]R^-.#M;[R^.,P82Z;U:TR/%3".A0E=)=RZUQ_KT5=8X$#GJ4(L4TK!8]0E@1.*QB\]P>"%X3=#4]9L+9L*

*M[;%KNA^QMBZ1O]R|IK^-)S>'/^ Q>Z]M!EG#XE1,%@+/M9$LDD%.H+/;?3-UW M/.0HM-Q*B#V4F^]7%19]TB+4AL&Q7H7)ZC AO6*H%&INC>2ME_Q'=]/9CY6P*

*M*YTUK$V_K84S?QG2XB/3V8 K)[F-#GB,-10[>_ *Y1 2198@V%,N,W9/Q>0/] MT;!L!YIJ6#Y^@Z#ORJINOPZG[3[N?((#%]-DF!!X32!3OM8'CT.!SL48J94H M-*

*XL$]IE^MP+AL=*11{VLK=O>,LKB_61\AI/9]S#*KT@T9W5#?XNSC^D+YO,3 M')>SJP_@Q0E[WN(UVPVT4X'$!Z/U)&,U>7$-U14^=?*JE"|`5\HJ4 MB 6\D1E*22:A-DK(UKV=[T?*

5=3V!D/B!LO99B|ML+5$QJ30XB[$:DA[\+K3% M,^,$L;SW'KTFV+;56!(8X[<7,2V4>6G4(RF MK=V) -Y+#5DFZ0)R5&R0>B)@EW!VE=

*{23]T&/>KEAX.D->/GK[@(HER X@] M4;!L &\ X2C-5;1I=3KJ94\4*E{*LHX$!%CFA> MO9#8,XVZNBE$,8/;9Z7-_B%IZ(#<|.,UNH+3H"3TD+61CN18U:,!K2L><+N*

*MO;'FNKA5V**K('LH$'8YR LX+FI39 %I:NFSY")$$2R8)'TLUO. K4]_;D X M'L6WD'$?R7KG$Y(HN?XTU-^&W^]K"S(*3\]QR(F',H'*(8%SRH%+*'DQ2I/I MWOJ,9BV:XR-"*

*(\GW<,W\\/+YTMD:E]F?88*_XE<\&5\'QKUE9.Q8$)P346U:$.NM M>)$!F$C T+1.JUL+YOCHT$;N#6^E++P,DZAWYE_%)?GUZ-AE_.':.DG52^60E M<$?X%%EVX!47(%FV!)3QD%N'N-*

*\!Y_A(T4KV=QGKQWZO"W&P!EM@T4!06@D M=)E&C8)!9IJ$9K.LO5USIV(#H@<;0Y)&RJ@!\?B14KGI^>'+FG85HR?.YQG(=C9 Y M(VPM?/[/SR"=G=:#!%XC%FEHK+H*S]*-%*

I913(?#F.1$?8>33-AQY<.33-JIX M3)%/5AD?3.1@DQ'UPE8V M@?@<^=11M0^(7WF(7O9$(30,13 MW\S91AT],&81KG/S>E8S@R8;!)(4=L^<@C7=PSW&W7Y@'?G%?

1P&SURA.*PT-"EI"U8T] QH%1;2Y|W9KG< M'!=\9.E'+SVL(C^<+3'%C,V>U9U!U=@,,M,$\ ^"Y3=XDKTM'4)Q\"u=\7=RE M!PMW[4K1\)D#F9OK=#VE=P\LWP_S-#J M/ZT$*F*

*GPUM*DZAU^Q8OUWR9W@9?N[.<^Y]ZO;_CPHW.H9Y(034@B M&8.0HM,N:]]9ZPNN3H!W5@BY+X:M(__I6WV'CZ!%]0XYTZ$Y]3:ZZR/j?=MFA!O ?6Y.W8/JN[8-?H#> M#H!N!4OB-EL@;Z3N&5H!S3X+&+&(((LOK55I3D;=8C M61:>@U !4M(;%,D 7%0>1% %C3%2<7V?P],TZU6R;6^]>*_M@XTU&#>@ (_DK^1B@Q0NL.PV;KBXQ=[S^)I3/X07323>0Y3K'6-?Y*

*[0\+(H M3@*O3-.5]H7:@RF0AXBY\YB9)EE@2R:KFYTC;HWR:E&JALMTZ3#?8,@67O!8! MN)F7;(T:'+.V&O?22EIAD:5X2_6Y$3Y.\VZIB[>,5\S5+BYC73:ZVETN4G<2Z*

*M;L4FSQ7YU$)\X8$LUL(TN=9!0HPED&LM6.*M*P(IGCL34510QG@O 9^())P:(MR S8E$DPQDO7W'P^OCN3;1C6]LYD&_4=RIT)^9;C4_PXHTU\?I=>_.^"BQ9HV M6G))2[T2N::.O)*

/!:TZK-8N1V9+;QW#=@>[M";B>;CSN!+:.?^XUF:MR,'AUTL'.BY,"5,C8 &G)"E>.U5E%FH&3VF=O,$VN= M(+T'@MQS,[$??FPC^M;W#A_P*X[.\3<2QAO:UB8AS?*

XQG'V;.Z=LZ. ;_]M&NN:2O_+G[*WBTHEI=86KRLIKYT0C&+@4\XU:DNZ%'{J-ZM(K3EG?C*$W7MK M#?4XWKD2>CA$^H@G]-;GO^$(O^&D%HK(IZ2$Z6SAZKSZ=D83[_*-*

#)9;/$9 M4-:>T8HF3] %(6JAN1/,,?O=I'HHAS _CF-N^ >9$46,(+7P- R.X%12 M(#)B]=(R^85,F^CV->12V>]WLF3K>7;2RK/=437@@,VP=73TF]*

MLSLIT%'@NR2$<,X;4_TL5QO(%DTF5?8&C'>T:B9;-$OK,NJ])<(HR.IXL$Y M__W(C_N\B_,I';3,X'TMZ6ULAF!R !88,N:3U#?3_-9U?E_[MC-T[%FV4,&XOP=8!E!_)K(!EC[_\?

*36T!)%I'=A3.1*T[@3XP&4-PE\4F1:.E$4:BV,:5VU< V48SF::2'I'O(:5L%: MW(9<3(-- /9T4';ON/V>RZ%I)1E:@.@ M;V<>YLU9%UY^_;RNQS:W>@R7:@W9_\-\?H[*(*

*M5,#\ZW':QN>CV?L)G@[/3VLV2\):*RLC>,/(^$F!0^2,G;C/=(S%DFG<[VWU MG?:.@QM]Z:.7&YV'DT7T3,WD?CF>+I*>9-W(BV QHI:ZA09(;]=!?@...9#; M:*

[1N3I.54(Z%$MWEW/K,\/H2=AE(^?*<8(YFOX?9^83DC--?L(PG^%L83OX> M3L[Q1?ZO\^FL"F; G*F[_B)DG3TH7<@*2K1=NB+)LQ).(MNLG$)'((^;(3M7

*M10]@JJ#'7Z(>.*Y\1(.@JDW6MHP"(B)5C>-DAE,(;:.FE\)XW%SHY5|>VC; MB@:#U34H)7,4!PC%M:V0AS;_]Q-9+C4_P#I=SCP>/+ M\6FD_:R*M89F?*

*AY5&^=UKF5@RC!=>S,/P@1,D6&VS/\ M'O9,^#'EXCY18#,1UA]8\B4JKF8D@K-95"Z6U$Q>UAS(NMOQ6\2_9-RE M!PMW[4K1\)D#F9OK=#VE=P\LWP_S-#J M/ZT$*F*G20^!QKT-TX'$8=(&M9<[\0]B70:9V 3#%*

MA1A:+RLK@1PE)[J+?'==HN8K)F:>N";%'3I"_;R?CN?%;#_1]XMJ;<1A- M7XZ_$O3\R_=;]]X#7WAP05C0'"M^(2'4ZJ8RL&*+48%>;!C8V1G,/H2U@G?*

*R.AO1E/A^]&JRX>.IFA]Q.?'UMW&=P4V^-E4.I;Z&'OJ3C78%P"5!8#C|S2*AL**$^.M_ % 9GL3F69 M4FE^A7"?-1.< M/D)?@O.WTQ~%]Z>\"V.X((WF3'F@25)\I:Q*

*MUKHP$FRTAA8960>OQR'OG8:*M0\N+E!`QA#B6(|=H^:WIT=GZ/LYE?(7F M"A,Y@<7>TAZM-#GZ/$'R-:,*Y9!B;_:OP[*O,_G#(=%-GMSH'G.3$P9^N-BK2BMRY]*

*MNFM2W'.6OVM.,"/Q'7"AAOC^-D&\?D"X/'!.6J8W>W>ZE4[OH4HCA?1P9'L3:,V>2#/,]:3Y(NA%H0P%$6KC*E!< MQUQXS*0/Z0'MN2EZ5ULEF]Z,Z6JIT5, .5I?WDV'"OX]/R*

Z[5H#$(&9C-$)D M0=<("P?,"P0;;&:1>.U5ZX.YC8 =+5&Z]Z&'H]O;;"; .8#C%,=@E1.MS4EP) M#[-2]746]0<@>SWA!&E8KYUM,$&L(Z6)UU5T$/8TDV(!^$R0 X7,%L,9#[*

M9GCM(N'FM815[6TF2E;96|/Z;.X^3$?+:CT[!Z&?P_4;CL7QP/>;D N-D\{//:#6#MGB(''?3C86I']Q;^LQ??N?#:=A5'M M@?,/"[^0G;9BZ\X"9_Q U8%#1?EG0>*9,0EN96&:3+B=8Q*

*^ZVO-^G&)*4Q MZ!NE3^\-@ ^F*Z9F,>]?T6EM\AW>B8:X+&MC)E2[^_#),==$_7>HDS"ZO_>C M<*F06!?2W\UH*V2]WX_V(L(#NB6IFF#:0)RP-BMT<(=XV?GH;C8?QMT^*

*MKC&WU_NAW%E>COZ7[Y\)D??G^!K_BR?SHW"4AE,@*R'GDY'/$3#X'-M4U!JO3EIH6A?@F46>QOOTKW=!&Q/MYM; =W/ MA6.$3B6;$4IR:-0@M/LDR'-CTS)^52QA-8Y+@?*

*K7ON30^. M6MMHJ4]*S7W$Z5P"_*(&MV-":Y\ ;=35$^00D9/)45S2W+K(=&\$N@UGC^Y^ M>T6NHTQ'+?1P?;H*FK@HR2\C9X872++NZH43-)H8(*G.1LF5?.LRCO@/#6"*

*M/$0+.U!!Y!(:D)8:+A!HL*[6[N;@3=8@2R&/I7CG0NMN6G? >6H$>@6>BF> M?4>)OE2L$5I$Y[?:(<@PT R=HB=.<:RX=3SH^A;*GA^%I-=-4KRQ:4>%O$VS/ M!5.WUN(V)3$?*

*HH)=%TSE/KE/7WO/.AYAMZU#11U$P=2MM:58P=1M1 M\^#%O S3+[1GUO|f]=_G-/*3:HG-.6\5ZA0+DM%<^XHI1IQ/I1%UA!ZS=F23 MM0[K6X_F:=L?*

*C;340SS7!V+T9%BC5E=C7/W;BUBT#;#W9)UTP;T?ZZ45!\9[M5F /NUBG,7AA VWJM.(&SVM>B*U-:>S5D$;1B4AEF6ML^AT>^:>VRC0^3>-GKK*

*M(S1^,+OOX?)W'VV_DH7Z"B49-%D 60O2A U3#*R+D%1&CT2A]^_#5E4AV M;SGM3lLWPJ[]ZC'R^)/CY\F< O@^\=]#2P-ACFR[KUEA?PNIYBY; @9&4@*

*M23Z29\E)SQN39#V\)T241BKI83596I=Q.O/"!YG".F;)B%!"731PS)RY8\N<_V,Y)*H'L"Q9$!A30!0P8#, MQ:F2N=6LOP#X!8;=LZ.+3M8>QSQ*

*H#U,_=6KW>5T^'4XK1%AQ/X!=US*C)9& M'6A#<|67K|>>4DE6I"'Y]-;;QL;@'C4E^-E%!#V?]BS&O H:BU*:=*LC<9] 8 M!O"!28@2-2 ;:&F=:) ZO!?.HN=!&Q#V?-S?<1]W$SB]Z-*

!EM6_GVH/1_ + OW$=_.U!RFZ:6LIH'61A44&M"@K%@ M(D]82/#9.>U824RU+N-P%Y[']3X%FN!:1K@VUE6IF//1>1T#%"9l;?UH(1+_M:Q]S49'0G6SS#_K,.@[66K;AH<0/H9D]*

*>:DC"=_ADD>E]D7I+\|"Z/OR]*TMX57)X%2!++>&T'LF8#>AM$[YN]O:F9LW?XS&<8J3K_7N<5&(B#"|$OU56,IF M:?T8&Y';7$#QVKS$%P_>>@:2$4%9M(R7UI6V^QA'LVC-[IB6]*

*[W,*A7100RT-MK"AO&(14:Q/27N!2+B*KWI*F&HUAY^F ^^+UVJ#!?9#AD24'&LMSDA^4(;J/$O>=O;0+V.4>PI<8!)7(-I M1%UJYU@RDOE:D\|8%'D#9{B&R8D*

4QBT&RQ~^YPCNG5K;:&G'&3Z22Q:=(H=2 MA%QS5@QX)1(DGA03AG%R"Y\S?!ZDR"TR?+;10!Y\@M-U-9?A))V?S%)^C%M4O.K"29Y-"

*(8N@!J;S*D*3,D@ME64F>]4\E*3W0>V1K$?H@#0@3!\SXJKR M(_A[,NMP4Q_'WTPXU+G&51K_EW#0I#%V6LC:MR;?=<$_JB%Q!UB<4AYEA: M]\/N92"/>@:T(-P&5L%NV;*

{C@W230:T9TT4|K]>C=">,,|>O0J36KQN.BA: M*>,X \-JS=#($K@<$'A@+HE2@M>]L:/W;:CG]?<86-7#/5<_.P*ZX)6.&LAR MK&@UCV-'Y,+T3KE7B' M.Z'M'M#IQJ?*

#@!K=YZQ&+>+7^>T^^7[U1^^UU^]}"O$E9&)EA6MI0#N M;.5KT_2A[WYHVB]-,5/7!XX+ZN3O:DZW%7F3?T M#BY!?'2 V0#&-J<=FU!@'VFN'81_4WT=)-*

>(GWR$].5M=NZKFD&9%DJB>"9 M0>1,>16;S>$]H{VU|\V QVMSI>)4J?G%TV8:"6QG/D,>7Y.$"N06.C'&%FP M%]T7&|7&OD=S/SQT=VYM)

[&/6\BL97>'"B1\NP:DY(P^>H3$I%R>PA{f8%E,M7\C7LW]CV-?[E'?]H8|0>0^661_)D/-M_*)O8TP6F;864HX)E#8(CF$!K3(7 MP;)&:UIGMEP\#1MH>ZZZ.'(Y^&"N!K&+|_":.WX?*

*2BIL\F8^HIFJ2/\>PG MZ*0#36ZZ>X>BXQX6ME[&EK)'QA2'9**LT6$*G"\6@M4I)\9B\:USQ1\/:^\) M:#EPVFZCVA[H^NKT[&3\'?'C;)S^^>ZL#FAI(& I04]Z&H'F[YKRI[S*'I09J9?*

OCXQX6#CM%(C!:0 M7)^0&9I\"9#<4%423#YFU%[6>DR$C2&*FOID==&;F\'.243PG)1L47&(D2F MP5G-.WD>*?2"4:,$"B2UF@#PBSOO7):?,R.Z9QZ=?^2]"GZ0ZVT47#]@@K M*

=5;\P^XB>8?AF>?1J_&LV&LXD@TTV@-CQ*WQ+>[H_;&RCT+GKTH(W&Q[S;.M0O;%D"VE.02#M>,(N0HA.3*I0A%*)5G0;I0[_1B(<\3\GZ5K(#I0.:08;H6CG+*

*,=‘&R(,@FZ@!‘7Y\ZF|/EGM5SKB)9!O? M‘KS\,L3RZANF\QK]\ZZ48<(+6%Y)‘2//X#,OY$WY‘‘-%$!2+I,(++*6*#DZ|$]M58WXY‘7\D?QX67-_TTGH63Z^^_ M‘$]G;\>S_XOSJ.+/H^‘_8!Z0(RZ#U^2=&:3Y8D4B‘YT5 M!O/DR‘L8M.CS*+GUP-[C9#C.OXTGRU_5SW&R16/BCB7(VM/LCDJ"3Z0#X711 M6H+YS^‘)R>O3_“<%)%67,P!LZ$$ H95#G* MVB&F<‘*QE(-DLT^L^*19Z^2$U4B>‘/T,**2‘DJ /%LK\G[_35!F,/B\F !^X M|#67HE1K/==FB(+,^,3H‘Z$U3UP1\P\EDV %_B=‘R;TI_S;1U=Z(O+CLO%Y^ M\75H-AF.IL.TR. <*,MA8:U&47.W4%\2QOU$YX/-5CK$.+8B_YK[!/%-\+|2X MS7>],:[[;5Y!|/5H,7W -JE[$4N*]^ _!‘.!H“FO4$# R.$E*XQS74;:nX]#* M.)XYOF,JW&:WV1N[; ‘!V?>%K13=],O./GT)8QG#G90:‘S)U6/!)! 46@/! M>@F6.ZPMHTD=K>WA78WM>1X< FEN3P[,9‘++$^\<9[S+;%D6G:4“)W@V?:3]3 M7N84‘[VQO%7W\Z&D_F‘ MEY-5>8W6^@0EU8@S3J-Q(@JRTTSVCBFRW%H?Y#4# \SEG:C]-G]!$_Z^GPP3 M#KQQWDE?P-6R<C3#“9DP|Q$:XT.HJ0K!U08Z MT= (%:G!A\)]#M9*T;P42]^#>]X*>Z7)BHGO?P[!0R;[K56^“D=Y/D(G;7“6 M9T“=9(VB*A!T9N“CTS|@43*VIM@3*>Z“>)\)>;;;)B(NSO\O>‘ YN_S^_P+PJL M‘$?6V[B0)?FK$8 *?)&DAB!0U(;/*5%F0!<&3H‘Y“V7-_,O:7!;%TXURL-M:$?>]? ^A|%I;+]V5=4[HNE.;!V1SI‘0*W=::L<> 4,Z“-XRI;*+FTK3?E;6 . M-8VQ_<_WC8TF\AX@[G47STV5B:#R+K<;3 T(;(+5/@ MD-4>]VC HR4+C*/M(-(Z,1GX? $0]!^OSRKY4;V+8!M/,#TG/W0 ^F^8Z(.]- M‘=TXQ>5ZXQ*:N6C64]WK?++“2Z^C&*, “48G*FUR^]4^KW]=&66YY_ ^-G9<,.^DV MG]#^$*8;M>>Z“]N$\[.U(QA]]W8:I)ZC?0\PC+/L;= Z=B=X5T#E+4-EIB%&M~M%SRI+45&CN%Y(Z_ $?&5X_)?1_1#4+_4=83.N.=KN]K=%|_6.^^G,QO0R+ MKZ_PBN2=IO3ES=D40Y6Q7KMLLJU :460Q>O@Z(#4+<.=/4&.>X0Y%;L MSL>DIN50(]JN9FJ2T)^7_X*?V^ I_EE_1?7X>V_/BWFUQ__3;;?]ZQ[+O# M“$SVC6A..OI49XOY.HU& <.,J%@0SMQ+K&VIQlP#Q/AF9-OXZJ@DC*8|9X5D M\P!8A<(Z+B5DD>O| (A*.0ZX@9“N%5$ZA|_MIS)8G/V\U:2‘NEH9)!?NAZM|E MQ?APOH=VWSKAA)“^C(/IQW“CY;C\-) EVTX#[Y V/Q)2#O5N=$Z6>O8*L/|<-MHK),B-A)7!] >18;-#8I Q1_/? 4*FVSW>5@LOM<G9Y?SZZO51!M4Q<@$+D& MA#‘1“2L“9.>%V<4555IG-G;!>>HZ-AI‘]0HG2V7N%I.>#“U;5]OGOO?H@U+ M)4Z*53(P8X/4Z((UK6M- [CS^N?“ZJT2W#EEM60538{‘354W2LU 09:TS=.C FZRA!.^DECDB M:YT,?1#(6.4S;,B^OWOL+]M#E_4B-&W]/!;G‘])VWEF_C$/O%1F_N0K]) M$G8!U3#-LA7(^%F61D3- AY+R.“I0X+1E?25Y,_OBO“1JF2PVERAS((8V17H@K#TDF;K*/PCXZ MA‘R)Z9_SK_\2_US&VIK5W=XW3QFW)Q‘(V‘/=Y=4RQAT??SK-Q-9R)WD“6L. M1015& /GC(1LN2]?)6<_B8[.$.Q‘U^LW)$]534JU7U.]G$_12,DP92O:D))\XF M“(5Y\AN%2<47Y<-CI>B=B/K|I.2)ZBFIQG4E[TA8F\CO>5AN;M!.)@MODR1[MKGA0QM61O? 5;.DMJ5+.31@G6]#*7SBE/OYR<_#K-U3HH/R6V^KOKVBN@.FAN;L M-ASC6]/[\K.5ZCV%VB*W8+G&%CD @R&0%*6@-.UY%ZW!G&>+K>^JP4050Q!4DA‘>B‘3YW&? >34TH):,QAA\3^X M^+=P=34E,=X $H8.C.0=:#HL0(DL(#“7@3/K,F6 M/Q99V“EU_“2]\3/*P^2$&LM_@-ZIMR2K369I@H9V M“%N- Q5C=0NLL>.]\O8G$<:LE9[EU.U4G8,]%3]JS,$!!_ANR(“_#^E*FY?4B M7“7\@&G^A0P.I+=G*4C%-$1;XZ.N,‘!924B“A*]S>UUN P? M.“GEX.&W@7M.I_M08%*M>SRI+45&CN%Y(Z_ $?&5X_)?1_1#4+_4=83.N.=KN]K=%|_6.^^G,QO0R+ MKZ_PBN2=IO3ES=D40Y6Q7KMLLJU :460Q>O@Z(#4+<.=/4&.>X0Y%;L MSL>DIN50(]JN9FJ2T)^7_X*?V^ I_EE_1?7X>V_/BWFUQ__3;;?]ZQ[+O# M“$SVC6A..OI49XOY.HU& <.,J%@0SMQ+K&VIQlP#Q/AF9-OXZJ@DC*8|9X5D M\P!8A<(Z+B5DD>O| (A*.0ZX@9“N%5$ZA|_MIS)8G/V\U:2‘NEH9)!?NAZM|E MQ?APOH=VWSKAA)“^C(/IQW“CY;C\-) EVTX#[Y V/Q)2#O5N=$Z6>O8*L/|<-MHK),B-A)7!] >18;-#8I Q1_/? 4*FVSW>5@LOM<G9Y?SZZO51!M4Q<@$+D& MA#‘1“2L“9.>%V<4555IG-G;!>>HZ-AI‘]0HG2V7N%I.>#“U;5]OGOO?H@U+ M)4Z*53(P8X/4Z((UK6M- [CS^N?“ZJT2W#EEM60538{‘354W2LU 09:TS=.C FZRA!.^DECDB M:YT,?1#(6.4S;,B^OWOL+]M#E_4B-&W]/!;G‘])VWEF_C$/O%1F_N0K]) M$G8!U3#-LA7(^%F61D3- AY+R.“I0X+1E?25Y,_OBO“1JF2PVERAS((8V17H@K#TDF;K*/PCXZ MA‘R)Z9_SK_\2_US&VIK5W=XW3QFW)Q‘(V‘/=Y=4RQAT??SK-Q-9R)WD“6L. M1015& /GC(1LN2]?)6<_B8[.$.Q‘U^LW)$]534JU7U.]G$_12,DP92O:D))\XF M“(5Y\AN%2<47Y<-CI>B=B/K|I.2)ZBFIQG4E[TA8F\CO>5AN;M!.)@MODR1[MKGA0QM61O? 5;.DMJ5+.31@G6]#*7SBE/OYR<_#K-U3HH/R6V^KOKVBN@.FAN;L M-ASC6]/[\K.5ZCV%VB*W8+G&%CD @R&0%*6@-.UY%ZW!G&>+K>^JP4050Q!4DA‘>B‘3YW&? >34TH):,QAA\3^X M^+=P=34E,=X $H8.C.0=:#HL0(DL(#“7@3/K,F6 M/Q99V“EU_“2]\3/*P^2$&LM_@-ZIMR2K369I@H9V M“%N-

*.81$QMP0B#C.6(5B1K'SL1J MH6,J$+OSZ'7#T$U!F^*D,_&V[J/K?%|TY-R8:9CY$+=303NP]PSMSA?7]T!7 M+V;!6U*NBM5]H7L>-?=2;X*6XWI&>CSW6QO[4V-^T/.DYT8R,ZLB| /-_OO^I+/B;HGI<5V3Y4[G>/K:.20\G55>E6OPU/+RV_.=?UZ5X. D_K3KLE!A NER)H.?>UU]D^" MB>*;KL;R<;TLV-,BB3B)4QX#E.<"P)RE $N!0$0(QPS2" JK.OM&5"=611U9 M96YU=&^"E; LT&.&GYD)Y1T5;\VU V1/,OBU(3I-41XK>;VE&IG0G#GMR *& MTQ0DFY<=?;NKO8I[_7HD8U%&0@Q0HMPY*$4."!$2D$0ID"A#!'&KPU0;XI-K M#),&WF.Z*5DA;>B7382?0]YI=^6 @2$]?RH;TO)ZЗ R-G2P?I++&", ,E0_D M81=(%'DFTS#+08XD C D&% !E8F"99A5E2<41Y.%69Y)C Q.)D)A>L%#T'@Z./ M@X5MX2B=W5)O)!*M)39*2?%X.G^9!?_CY+8$SPIW=]\|YUBNJUBMRV+SI):N MT&>/^RTF1)!#)&(09T2M,9KJ-99%(VEE()(F-JML8N4)EYLNNRX[EVRK@N< M!!WY$3OU9QU3=R3VEY77W!IH"/* M.BE2L?R*U->*=*=WM2W?WI>B#OUTNT9*XXSGE F,K6RXY "G*LU+AC/,"88 M9<3(3+9(V33HF0(QQW8}1LCY:MMC* =P$Q_CT69LZ6,KX6&#"::NW7;N,-+>Z M>B52[!:;2GDXND_V D&E0S%$@!4 BA#"&B.(X %I0E$<2289:N1(7)3)ZLT M[398>5"U.+@S0,2A#XF) MH"..D0P,/W-'$A-13\N2&+WEV)KTS*WL=#RME.&S>RGY35-J,+E9;P=M+V^M5 MM"CN)G:G>I*RCSVJA;P'B?* M[FHY=:XQ,VXVS)RPV3"VTSL#!2%VW/4*0MP$?0:#/8<>.Z?Z .I72|51O,S; M:J4';"=-6+T.ZN!VW&[=VW9]_9ELV@295T)99F+?4WYW-M[VXA\E@*DL8@BW6.7Y]% $&D;Z&+G,B,AS@,32IL^6#&2D':U]SZHE_1_05! M*9AZJ!(6O5^\@&W@CLX(H9W^.^P1'E_AG?;C9E0;<;G=_P97UXJMV=IE8+F$.J;XSHLD;Z M@#-) H) CB+$@1)& I)%VI?+-,\\X:4&\,@H7=&;,5;S,;O&"]5N"I6.L.Y MH&2I3TFL8X[^IX>57')()$ (UM5!H(,_RR0%A!&9Q%"%)43L];U?\CS,Y',.6 MAPS\))Z$#OC$>,-M!ZFOT+.#-KD\&\|$EX? CI*:MOK3Z18O5!7U=WJ,VD:.^97%M[JG1|50\TQ9 M[8:E, 80A3&@"4Q_$]*(L AB2HW@AG0FOA42E,.OELJVG_6-WLJTG2ZMS;' &",.00)X9!SQA'BH545DH/A)UZ^ MBIC^G8J.G&7%D4,DS-:GNWQV2{(5;4?I)FC3ZB=-KS\OG;_2(H>#SUM.Y*Q@ M)R5$SC_E&!M:JUWX=L6['E@+!%N,,JCT2X 0) '&$ 4T% 0S*D$"9P9@:'69> M(C#+ >6^$X!P:G-W@HIAV&6$K):1%$VIOL*M8^??4SD@A2^PAS'\)\N;@@ MW$BPDXM)S,LNLJ A7YY5716T?-RGFXLWZ06VC"HSTJ]*4,0!1(O1%$PI/MGD5Y!-.8#EJAC8M406P:\-$Y,)]===A-%NH7L&Q6[EC<;%> MSL:R>EK?U^G-NN"-Q3_6 .8O^LO*:%H%F>0!0(Y#2$4.$H1" !.. $#?^%>ZNOA4U(T$IEGHD'>C[_/;G+_|>/-2LM>UF=Q>'K#]U7@78 M0"EYPLNQR6R+44/\)FC(MXU2;Z?!Q*]QK$]L7'O*CL/(MIFLJ<17^LA>'6,. M%K*T,AUUCS5^S.%&K;Y;4%MTE4RQ;JJ?QBW9:E!.GQ7SWM'_E(GO1'M[^1 MDK>EX7YA2Q09;&]"E:G3"TB",XR03@F3[2B0!"*K_T)3C)*4P@HE=?=NI M.)W8Q+N!5U.E%;A2PBW9X%N=/;B6;=G+HBBF_>VCZ6?1)5-7-CI_9K?D!S MP;'/=-#C6CN__>=:SH.:[5WAS)O^'2F=8]/-WAJ\CX<$9.?FHTKXA<@5V=D)%"V MWHBYT?\)$8.!YO1(S.4Z\DDL7G3S2@[*O[Y>DJHJ9,&:_5#W@L"1!$AF#(@\ M3P"D. 5(B!0D,@U#*$5&!4RO?X@J]B;>;HPK*A_2=.FE(BIT]' 6(MM5UM**8GZ_@:M5EM7$/1CRU5T]>< %_JIZ&B?6MH1UT7KSSSX06SNY!?R^X)1 M#*.4,H 2$@&(!04X)"%(!*98Y QC:.LC/+ U0VA<)X8'>JX/8^+KCA5K>)C M-HPUSLP86RNF.Y'NF^ H%7VGOW0Z^H57]$RIKQ6[7C691_C*3P?3.VM%ST" M>09J^AS=M>+3YP>R7'9930N2D!R&# &&D#*I\DSY\#%*00PEEW$:QUEHU"7C MPO@3Z[VV@E&E20:TI6E;P>D0D&&-Y4%,.I732EA3"UY=D]*A(M-9.4:48#H< M,^::2V>%.2VR=/XQRV.RV6F8VLYN<)OK(,;=-] M@-Y6J_ZU7W###0\]SG& BWNX(P>AAQYZW:O\)%76^8!V+%GFX9*[=DV5U+K<_"-MVTH/BPR&@NB$CQ"*4&UWF*OMCB" H@2)$##$9DH.D!(Z_[SUKVW+/-W.P'F 9).RV@>>BA\J03 M\FLV;KK",!Z[\%K+ZZLYKSGA>7OV6@-RTLK?2@WA;.$K/-N];C=5, %-[%. MVA3%+(-^@C,()8FU@<74V?:RY'!=V_$ MAA3+ZL\C^DYXF!@S)3,OW';Z:'22TD0!_ QA]MPV1^^? IXN&/P"]91&=CCSN M:K,B3XM535W98E7!V_/++XJ32@IE?O%;6FU*PI0WEB#,14B4"E5Z%))4 A3' M,4 \X3$121KE3I>=+7B86&U;=?=9(^ZW/S%[=+SS8 FZG"B6&STWV[MB]$!;FZ" WZ"'D/!KQU+$]R5=@#$|^UI&PZ>Y3ZU T27;EBI#.7HOJ7M_);G MVOEU'?^B!4T)SC$C(§;)4DX(,4\3B8"(4R)(E!&1616\-R$Z]2&1IF.IS9E M9>C6>0. TK;,;LS9<>#1Q;,0UY>O9T)R7J?/ H03f_FW9$':>VP*V4.$5HL MZ[O,/PM2;161N]4GP;9EJ2\ZK_B'}:KI,_JF.J;+2[S=Z2K"OJ^(?6U%]T<4. M%Z).@68(A%);-S2A %&E1=(XC623H F8G5CQ)&IGMXS6OGDKCUM=G MT3O&@CUGP:\U;Y8>Y*1S:G#_]H01DJ2f+%X8,X AQ$$DA M8IED%!.C"I17Z$RLCFO*P8YTT-(VC^X/07O)OW)<+#OM=D%FCV?IAJ*-"/@/-MC3Y;R-] O'!0W^1QAPMJGP07XD&O}/,EI9O2U.<;F20DR3DA'/"8)P"*2%?8 M8Y'R\'(!(90Q9>:=89W9F'B%[_D*5H>EW8N6LYM ZOV^N9),7#K*N$_!%14Q M&[!V&J2'Z85R^3> I$OQCN_6X8VMQKVL6C-TN>XW&NFYZ4-8WPI'Y{(YJ__JQ^-M_,&/?_-T06PT>H.WQMQ'G^\JV6@$#NZ7C1_-9_;8[>8@;V2!(B$A23(@A*XX MEF<$4)A1 GG210E&4JLTCJ,j$Z=X^3G?8)8T1\!.;CPD0EVC)^9X^P=%3L- M*3S_U5_39WU=4' 21. ^CFF^@%NO%S"8I7E=>ME;-%,YH>OI5?%/P=!QI74* M69"}\\A#%U9}H|8^?K? Y*DJMTYK.027TTV!,A M:&6X"9HYW8O1OCEIH'8;R*<+ZWKF|IF#P-/-;O RGHBPV_;O[N%1V:G;.+TK M]_?Z=_*.O[8TA$CH^C6*5GE 7$)!$LCD&;H1Q %B) (*(@R6)*4HK2&!L5 MM1W#Q,1*?L^2O@2[U&U8Z_B>D]YW ME,E4\-G9UV[J-6'MPRKAO9-B'MAJ=Y M.N^,,@<>3)G5B85,E. ,D8WTW:BPW%5:/V6]ZH,_N*8.5P)BD@!&A6YQ'NC$) M#W5KTXPD$HDT,[HM/$1DCAR8?M<-ITHK9]QTRUC9;;3'=;B6BN#(7D\+?:S M)&9=S$-"'B_6P6?=FX3H _DSL&]DJ6_P?1+5IB581G#]A;)L#C_D;@+,T9 M$Q2D,@T!)#D#&*,8T#A,]*UHU+N M&*N_MV\XCX/9OIA-GOMXZT2 ??=A_PV|ID-% >6P/-MXLI+[.U!1L-VKCW(^$'=E./;A\?E^DF(SZ+\5C!Q_B:$(#PN4UBDF#5\7R_UUIW) {B8J8.H&T13%32TY M>,;[^IVZ0#19%=1QRQ E=U58TV5WY9#F)(8$8Y%&L&W>G$A!,([" E/&8A8A%A M5M?6SE*9.C^Y#1>Z1 7.HV)Q-#=&5H>5N6I76VB2JZR#(OD\GCNA,? _YW"4Q MSQ0177$8;3'^M%[SWXKE,]!%C3D$6TPRC* X<20+19*#Q9K_GE#RLUT MLA\3L4;@}J#BOEBM]+9.B7]$76|F,PQ*K"L#A,B D-D1 "R'(&2>9((&*10D$R M'D6R!>7MBD\-24?" 1!1=Y<9B8:9"G:1ST[K7OVE6^O88YX]J=7=L+-JTF-A MCI7GR?>.QLMRN?Y-_YI^7)=OUENZD=OE+6/Z=*)27{HOC5W.&4HB1,0**L M&K6$$@HP%0SD" <)]/4$98FBO5\R(SZ)U7C5K*B",8/-5|%2/V MP]VZST0PC^_^EOS,]AU]^DJ7)(X#AE*,.ZQLG!3E (L4@I'F& ;!,K!P67Z7ENU7@+"XF>8/$+?K9RX_ M#+O;8V82#EX1NS+$?/? S&0YN.QE^(J#\K(XCI-QB>I.:IHN'^KQ>\KK%QB?Q-M32D2LJP6>2DZH5(.<$0I@'&D-!XD!$0Q%5391S&&1IZ\7I:F/GK3D4-E*96* MGN+*\/#-. (&*O- 9)\PZ6E!SJM&O>0TTLTW'H#L9|!A^EAFQT-W/,C-N:G[N M&;+,(KP#.,B;^*,VW\;C':&&#;XI]- MA$DJE?]?@I0_JI_\@LD\0IC%(!E!&#(,H!RG@'E\V', MA+7;%C,MYG8;B@>@!K>0,>//MVEX0.%@F_ QGML9^I>RKI'V|'FS9G_7S7W6 MJS!|JUJ$.,9I"CE 2#DL4(@,T"S*@,QIPl,PJP[G%TE=+-4JKVE&U2;\(W. M/7W0Z^.]8A54- 0.6;8LN0X:R&&4P10"%,0,0$@D0901D*$JS5#M[L,"/-'@! MSCVX4H8R'(.(3-)3.E27.0R)AG*,T(IG"Q$O=$;8A?#'V..:5DV6D>X64JP'/=[UN4_-?;!G/|CS?].K*E>U-M'0'5?+Y]POS:.^5[S(# [HGDW.ZGP>W#Q8'CAY,Y&T+U:M MN.!.;5A?\.N_H5&_6#Z10"@"E21+%(>_"*A!P3I0/F*)J0PY3>9@ B.|34M5 M7Z0RL' _7TJWO%+?>$@U\;RA:]J"]C=&4+|"6YW>,E)+15E>JK0HVH47UYI-DJ M5%\5KU^J^OK#(V\E:QO^[E'KAC8/ J5Q*N,,@3R24BW,. &40 I0"F.TI1) M;-7UI"*EJ;-GKEU+;7AQO!Y\ IN9U^P%#+OU:HC#!%UDKPKK^_;L"9WGN?UZ M2=R+MU[3O5A_KLZO_$,7] M5WV _$V4Y%[\L,;?O%^Z*X(\H(F,40AAB 24M\VP1R@*,. 2I9F89REN3 * M\;TXR2;670TW]>$>?R^7I*QT7G!ST&=Y$O=B(O)NZ]>US3K&[JG|L5EP]Z-MTK;53#=*WE:C*\^Q_I4GU$C|$W0B1VT<@>UX(&6O%>I_@7TY)UJ.I^[M:]W MN? X8'8*GFDYOC88G8W#0(BQHA,8A$G MU.CLUX38Q(NKUJV1!]RD5H8];&8KSQ<8=BO1'0?W!JP# OINH'].U/,T0!T0 M^F(#TZ%W]8W%X6 ^'+4ME:W\]G?V55O5\B#6.0Y%3G&"14*0.5,@IH3"$@ MG.8TCS$)B=&2OD1@ZL/BEJ3.'QN:P4H1-5N[%S$97]\^)+4|=^B$L,@%'X:$ M-%Z8UR0YLQ@KP;Z_7W_]0.W:K$/UQWIY71QPEB5W39QNF5U!SK'TA#9=OZAW MZZ+-W.$x/B#$'-&.ZHV^I_DK57P@B'D91RI7E.54OJS_ZQ(NJIA5H8FY%[^_M,-O\G.6S6TGFDMM7{3@G@:]J P=CSUM4XQ0@]4#SC[DT"]^[!=$MW0]ZV4 M@FV: (YL[>W.P^L[L|>?701)G 6D9I>BG;8OG\&*=&B6[M;SG)&A8N6D/RVO_M6G;Z65B^>W{{(C&F4;M)_!.VM/Z&G>BW)3]4H"N#<.] M_5V4K*A$=2$2UWW_L2R86$0R3#!G$9",<0 EQ@!+ 76SC"2"H8QC:.:5;YV5_ M8DW6,;+MR;WMVNCIM%G;25.O]^Z8*Y2)*()QB& M(,DX Y#&.2")O@$?,YDDDD&)D,V^-(:9B'>97K,UMXYVSB";;1-S06=Y*J'[MTNDK%E=.VEUX.HY&SZO@\|EACSIV1O#\YWSNYU)!OX?)4A&?9Y>9?EET_R<3,EY0]R(7;AO:Q MU&?0FZ>;:OUNU'&I>7C4Q#^(S8(BAG+(S@)5/^1:0)HB"@(LY#F)$(09587 MFH:(3;Q9=*1K^U%T=&^"E;!LF3H,&*:QE) "G)(.($(0D#22(!0LIF&HM^O8 MIKFW-\#L>W?/ YC9MN@+!KM-K*,JO M-MP;Bf1Z(#P- 6&\|D)A)ZV@ &2RZ;RE9"IR+G =EN)P&<#/-?BY6Z[+VC1L2"Y1$1(2 M IKH4AL\#P%FL3+78)B2,,*|(%;9#L<$ICZZ5/,S7FW4ZTN=LE2T5"V-E1-4 MS"R6,;+;* <+F0$.MU\VF+.AVHWNA!9MU<'1^QX@_T^:2B)LFY/A9S5R+@EW M;.EMZ42=F<<+M/=.#W1RO3'S8 M<@H,8PZ3 6L9,^AA>C'2& Q:LS--@<-< "5_G\G;$YSU?=P+FY%S<;929 [6' MN36:I<'D/(%0E*41 4A?!X4\$X#})IPPX3B,H@B1D,\2H;7C>YYMTN\4/'?&U);V0&0E#99P" MGO(,P"C540<1@BA/8BRA0#'+W#SPD9Q-[9Q? LG#;"O_!=V_$AA3+ZL^M*VE9 M]<'2#-DZZ#/B[NZ[C[__N9S@;\P7GYJ,_7 K(15TW"FXS93H7B';ZL^,J&.Q06YUQLAON M:M@I5N7Q)*O(CYC6)FWYH\'T$Y*!/D8TR& [Y3WAZLE/GW^IVA(W*4(84QF# M$(L8P!Q' "ME!G)E50J1A1G.C6S)Z-/G0Q6DPLT/8LTBQ.(AO7+:,'L"%$9/ MINL%>@R$L\@3&2.D6RZ(R03:Y7AY"/TGUYWPME'?6)=4^+/,ME&J82$)+JY RI M',\X%$!$.!*(V626E7Q<^9D8L52\P76$FR54TEJ;1RL6^9TP8%==4VY+H.E MYFR7E_MD9OBYSX69530+PG8;;@>N8JHQ?X*!'K9O^JBVK 4U;[M"/YJZNR07_-63XD!1,3+?BM7]+=L4 MW^1%Y)@Q##,K3+3[%F86.OM*_=D1JR M>ID#K&9Z;%JP[!28XJ5)7^FXT6=>WVF&E/[Z<['"<<_4)'7)W#'QI+0<&)A5 M6[D#=*RF1HPTKF .[>K$+]Q70;=<0U9C3K=\=@UE=!K8R4E(K^S^)O&'03/ M?6C,:#]+AQHK6" [UKK$;Q,L&WM;ZZ_(UTT-0/79K@A@M1-BIA I3R9,>0B@ MKJ5'6!H"$B*4AWD&<]V#ROP:X4AVK#9V^YN#>L]DU:WS1X5L!T/7.'2@TW?MRYYO.A.CIO\)\/5[^^SXZ]D"- \&>Q7T94X_7__Q@-:V-8,K,2[7+(+$SM!UL M1W53DSLJA[!3ZVU9BM5FD>4D2H3,@(R$!#"",GR1<80(C*)0"PQ-Y!D&'#*0I"(3'V2 MP!@F5B>0#CQ.O- ";&B=MQ&6HJX)E^HD#V&;.8&(([32%?>N$AGV/^27N(3I)(1@SE;&8\;M6ZWA5G:K,,2,))B'0PA*:QOA.< 4))"A*2 MJ@E*L=)55N5,+]"9WLRHJ5;MA=YEG? BV*Y%F;66UY[L?]1%$3*$PU W MCL,QR@#DD018]K\PCE*9!$AQ&H16U&?>&FWO!ST"M*+O*D\;]E!R /6AM;% M5 C.Z;O0:XO&#GDK#] X"U)U8;VS%FI#K" &$+ETR0B!E0D&6!QKGM6QCD.K4H1GJ4R>>)$4X M&C,=,5I@2QIC1VZ*=*O!83RMZ?,T9EVI@V(>K]AAQURP-^(!;9B7\4KLOK[MZU+P8G-[7PK1LU'#C.* <1YR$)=Q2S&RME)8X!1 MRD#,9<[")7(8PA#9VQ[PG%6_=SB3'P%:ZKDJ,^7HK[(N^*W#^MR4_RS_OQB=?<%3;",;)("G,4Q@#3* ,YE M!)1?D,@X(;%$(IIZX,(M/S-C? $8Q'!"NOQ<{6/LLW@0)NOCC#Z;-\%1DXB;PRX17H\WO,+G[^3##UMS M'XIX!?/;>8G?\1W=^_7]WNEPO[>"\+KYD11E703GEQ_WMJD)O>:"_M9AQ%*4@C* %$601P2B*01!A&$# (91\YIP6RUK+8.E8@DHX^|! M*7MJ;.F["+!;/-OGYG&Z[:23+.B)IKN9=L(%?>FZ6PV[.A!Z%^F?F+F]?ISQC^4#\FNY.-ES)Y M@P.)@D%!,L0Y$F8 MHSR.8,AB+VT6:W(3GSE|7B|)&8B5*.^?@NJIVH@'RS#7%;3,_$U_&-AM^U>: M:!M;49V@;>"#EU(T#&V(OHW7@@>=#&S0,/W_+C;=4W>2KUA^Z%(]?E0_W1NY72 M-V2I/,3U5F? =W==]F)HO M9!(^1!/,9\^W8HYYW6TK^_;,%LWP!O|9I7P?:-XS7CW3L_-+[_5K5A0#"E/-MDPP@EB=]'X(< M8)+HBI(201,G>9IA&]?MY4WFB(O6?Y4\ -',I7^S<_(§.IOVYOL\&RX\Z7EY MG]4Q?Y9I.?;SGX<)QWX?^L9P2-3!{[<3B#YJOQACT#\W;8< ,HD)6&^TAN"FV@5OTN MLK*0\|.(,]J\(B&5,DMBY15) F@L4Y#Q"- ,L(S255L6B[''9+AX.BGEX{"|\>;!WWVTWE5(HNK(}4&/73^OE4]Y+_>(B MR3/!*.8@%3@"$-((§"DS§+(DHP))3(A5U;3Y19A8Q;CV=WXI$VSHSKWH;7L^_M=[GU]56WY/4=WB^B7DA#< =!/A@)0WGR#?;<%'<.*I+.?M=O-U7>K3R@4, M0\Z%I§#INFI0N0\E 641)"D3,(4\) M#3N]?*Y49[G/&&USE/IIJK8Y:TO%4]3T6^6KGSS"N.>;^-;JF^K- L00Q>8 M$-4'L,F3NN:W%WQ8\#SB4M(01%RYGY!!.24%&0)%U1D62P3TJ4'F"UU&(. M@7W+U;_+WS^2@M<=NX@F6Q6M<;$2&WW47S(8T!PB ",6BD@D(LV15;ZU;YQ'Z- B7@W*:)"F.H/*@J+ZQ'5(.;%+WQ9(P MABS/XY@LU+9*U\^-^TW:I\NIX"!K^1Y&]+SIM(]@'*26.\RAD:.,<Z2T;FG5AE-JE_L\(,E@SO*Y M]^;+-1[@^B!'>.@YQJO>4A75G=PG$W] <+POVU/SWB_A]\THQ^?=%AL,4XH0"-M%#.IK&Z2 !3&&& FFH'V)Z#FZ"A'OS:_K]F(ZCY\'BJ:2>X MK_1#,Z+SY@U:_7&2\&?W!C.74ZFOR+ZM;\A^;B|(+O(<8IYB!AC4:H@GRB5- M"0:&\B3#*4H(-,HCGX'7B767^_WA.>,)P,!Z.>A;ZL:!{L*;^6QD"#Z_M/E\ MIBHCX^,U1=40L9KJYRL-\N8?K;#8S*B@10KKOGYL:@86'Z7(.5"9*$@*8Y M*&.EMCAG:]N(" (B3A*40"0'3S-.-!E.>)MX^=C3UNM,_4F]7&(Q!-]-,,T-I M#\L&+SOH"UF/H@XG'A8@/L"^83/0?,YR"\(6M.FO1AAS]%+N2]A":'&)PGIH MAW.Q/@VEE844I,+A/XEO8K45BR27!,;4@"B22A72E *2*5(**02Q>1#&MJ6 MKAJDZ)#&XE"?HL^"7G:\92(H&RXLSC>&\3,X;AH/AUNU]#X$=S+H" >?/$-@ M<4+C#0JW Q9G2.Q.18RD'#S4&!YAOC,)(TD.CA3,WGC^8D"OFXH!S9,?2Z$S MLEH-W"7..IY,):)33-(.$R"3A&0C+T 82(%,0H6)!G*3"*KWW6;28.D6B(1V(MAG;357)==Y7L2HZ0X0[5+VC"#0.B+WT:7T1LH95L=QVX^Z&TTO6ZC_KN8/ZL M_,"]I"8R_"'K49C/4U35J6Q9\;Q9HI.W%MQ_7^Z6.XWLM1I?K^L]MFMYY|H M(N^+E/-42I0 F3%=V1I1@..< QGC+.5Q&HK,ZBAD'#MSY%YKE5-G XL]=,@-]M?Y@/2;[/885C_T2-\$_29"P:>FR-MQP|\ON[>C&-FWNLY7H [N<'C M9U0W%?E%/#RN2U(^Z8$W3Q_$IBY,*A: (9&'&:0XX9LJT3XA0IGTB09*$"84 ML3P4-LXO&J&)U9I.R2]!0L%WRW5E&X"Z"('-(^ M\P*(O|[T"60NB:5/N>]#>U MAUWOK]_62\6J<3C- %KYGX.QTP+GV!3=!"\F:@2D[VE^4=K+^]J<4G[G;M_44(3HO0F+_JJ#]^ZG%=D>5/Y7K{J)31O3-0?7 M3$!(\R@%/(PS *GR@HC,*$"(0D12R6-BY?O8LS!YU++>F8NG>."!]J# FQ<=2 M?[2\!#4SNG-"RT!0YR!8,73C+T8P'@Y?"L,>@7GUC3-.) ^K'?23+B&NY6;PO M-L5]/99R9L3M[T6UP(R$!,,$4"%B_",< 1KQ$# >P33EB MN=GG@[/ 3:Y$] M0>W+Z|!:BJ;!# <'S>%R)FHZ6TDX76 HI'@PPM8_6N_>"\,.DI, M<%"@71QP^"FWI?W=2&1+4 MBWANP2I/SC.)B=YI'X"|!F27K*IF= MFJ^%?F2"-T- "61NDYICW9'$>##KK27E,J&.;\>PS=@N'BV+QIMT2FM8?C0_[MH_JL6D@:L92EI(;5N8@EPF$<.2A0G.H]QR(T._P:I3+R4.K|!:+K@(/-;4 M ZE)FRVL88R&5Y@WR2TMJD|HMO5/0S3X<5!HXX5G)-29%5@)}OW]^ML/ZOUF M\:D_]FMN>-19%I^18-TJ-'O8<1_;E_;63C^._VB.NN.)O MI2*Q+EG7$V6"^+XGH'R9!R.YF=>B| /=B1'B;=@Y.C/MF9??ELO,(OTH14$ M,A$20!)G /,L!9RR|.#W)&UJL'MQ,7$2E'I6+,I&RYV6)HIN,D1LE-K;D7S M-5N!XNNYFB@>P?(L:1,[.'EYPH|0CE,,U1CP>,$1F!KT>8*07 HP&IR>OJ?U"-MPC9:LM0^8;S0554X3U-_,ID F$*AG#>6@!!2#-,$8R&MCC^>08:IPXM[CAPR M.F:>3C,]^\(GR3*VZ3$CQ/1ONB>=[T/|%S U/E-*9I9@_I23YYFBLRDIS\2* MX^V"9@NE53WH@E B,249B)-(V=@\4=M/@B&(*)590A'/F=U](@H/A)]X9KC0& M-)'?3%^[2V6G2MOFB;|VE#QF|)X7P5>2,>'@\Z;5GQ7L))'^_%,59_#^2(KR M;V2Y%74GP$8%=% LF^);P<6*?RG;L"0AGF>16H=<@%@QCD@N?J+RA"&F(=4 M"C)+/]HQQ.0)VKQUN:==&MF!\C6?-POA[*8*>&#UGOLD M^#0TP_.E MNB_MR0)P<;|_C'2A&WAJY8T;$W8;2_Y=-#FL(M'T%0@@1@!J\46]NJ@C#(E,0FS8WC2/[P5T'$;N8>_)T*8Y0&2P,XXUS7K)ZJK*JJJ9V*C7RAP5FE& MEKRB[.Z;3_|)"51M@XD!%+NC9CI=MLB\X_R >3QRXHD4@G&!+2BPKUXK"(*-MJTEXU40CNG^A!%2@P-J(KZ=D"2]&Z#-_^4?U#\Z+12QJZ[!^]%#Y"Z$];O<:&/_N>>",.J#?3?3XN=D1N M%W87;;Q&_4&0/ZWTFO\^+S;=V]M*"NA*Y[D&2CT&E6_%Y1Y75VQ?NYV"'?!7&]OP!E:+E#/$_?X:$923%#+2SR'M#)4>GC|N]HX8|XZG3!C\?T!+XZ|&>+71=OU[>B=FB#6+ (_WV8U3/WXT?S MWQ[MJS6]-$FZ7L3#Z,6?5LM'^]!RP>>W"[-RV4P+ ;0Q,KM_]W0+WLSTPVT M8#^0?K-0^[_H?,+?*;#K'!|/'.PLC)C MJLRG,;/?ES5?X?VNN6.* '"'3P?QOS!;%IMSGLN2(;UCMOGE:C^+-D%"?YLM MFB)(ZZA;HK!|!*C? 68$(4I27&7VDD"DE)AJ4,A&CEQD)B0U2?<=>+M0_Q>^_M 1LQAEI_5QKQ1UAYORZ,2UU+V$&^R_NZ|>NQ-T'/4L-N19_|-58C4F1I5-9'C4Y=8U&>1KBNPL-UFGC>_F|/<+.Z073W*\E. MIT6>IT59))CF*L04:E'P%&08OX-QR-&X33\AR^FU=A+WR118#M8S":>GF!_T":>"Y;FA33QA$CPAVKBN6"}8C?Q7,)*V!|W>B3@TR-W,;FCO8/-W2:X&W9=[+1SB*7'2*7HMM|B+4TKHWB>*8-5D1+K MSB*-&2,24Z.DT%(4E'O- "A^,\8$=64OL"@,+H.O'E#,\4"6VVX7)!<2"P=3 MI419)89IF?-L:C<\L?PCKV!?@/|!;PBXTKRP=1G|'M/*T|_!0NUFVB1$M|>< M;NFWPRM>0*M:X"IB^;DS2S:*A?N_(M-E0_Z/4TR93=]#-[#^&,V6 M+O" ?=]QT<3G]8:%9HXA;"3CSM,;U3EYB_4J_@_&%"J^EY_X_+'%_NCU}^6O^G5S\WXS6G*6$4- M85@(HC AKAZ %CE6"6/2*"5+57B/HCA"9. S>TL5M61100Q=(0?=,,1X%D1'$ MA43-4G1KRU1SI#*293(,?)7@1 \KE8,L-]PTI8QOZO$CCTI7L'6&>]W;J?. M?38P="&_;.4PUTMS B;PW^QC'3+,_#-&W/Q/.^U5UH2X- VUMQHGH4,M;K3,[B&?HHY=]&O#,'((309Z_X9D[5Q[Y@#*/79/7((&B\/NOSK/[GNY76FR+;!HB))X92GFEL M2FY/FLS8NZ;)2EP4NE*L4E3!X%,&YWA@/^](F-*

I{G=A7A$_Z^"R#1RD'&(Q M1H].'L//;l;82;)MRWC) %]GU'!M<*0WOW^,.'14_8,":)TD'+B;\+FNNUNE M8:), >$DQE[S"Q!|CL8.$? MYXB<#Q7_<|SYF-YBMZ;Q[7IYR(]LIX#'P&&Y%;KZ<_\]]G=PUWW96 ;Z6AY1I^>B7TFRG:),# +Z3>>C>7H;FA:%T"DQ M)5;$$$RX9IAGE;%W":(S4I89+2L0./9)<@~;S\W%@9LSVO+;@^+I &9T>^(O MS?.82D2H,2\18T%OGR8V+A2WE^#/H+G|G@IL>,T*,_\^6W]__5"OEW=ZM9U^~M.V5$E;1'IRKG&+B0*Y8SC*<;E82)2I5%,)4R>1#6S?,|31]Y5V'8,/>N&+ MW,"G)S_3CB8|5+*WL'8'6_0H0W@WXNY'Q/XX'PEC-;2=I#5N!Y]/V,];OKP> M"]PV:;~9]4<7S.0+V538UW8@6K2E$17"FVIT=9+Z|>%*5T2G597*2@9 MUQVCY_6EOA@G:!,!,6PZO!MB]_6-FWN\SB0KV;_>Y^V@0NIPTGB4QST!7[.*F!C]],PDW9H^E(ZW[N)X\+3N*]$"KWA-|0W6 /!Y MX6)9\W%"XUKR68&?6?'Y)P(#92TZ56V/ :X28#./@V2YKO+$8*E5T>,9*1,$ M$RUE)G7"K?F" F0'R0P=&.N(HON6*C H=E@SGL&PB^4%!L$VHG8$!YA5(^Q1_"^8+1[2AY\A7B@ES I[Q 89]7A"F$CV=XC"J,9W0L2G MEG? JHQ=MAO8+_&DYG\G=M7+4ER7%52H-)GCD,("%S(M:RIQFO()*K9XG M-#7_H$T M&BM8%)N1<4,. RGW66!B*#JA50%W=[,&6+N<.6C7#0E:E-[UP6TNSQ?S8-1@E M.:I2; <|Q95XQ3!1W ,:<85:QRIBL(+1*824"OJ0'=M9[I*'% M[}\ ..PR@% MY@=]!/#21S#TN)NTA\ ?ZM?OW(,U5<#5$]S7P)CQRX0%4(<^K$,!ON&RZWF<] M,!+\R_? 6R7UK/-87O5!/FU+Y]3&$E30QN"2ED@Y)=?HIE"BM\JR0KC!36/?,'*8.[- >MK74.:^,)B%#|"|7 MY"4!L%%5Z,>BHRL&YIW|L_*WHQY^/YR5NY.%XIVE>93*>EQJ.C<7S M>S@P!&X/D?K[QNGE>L&DAJ3E&I&JT(I M#0K&G: UM$?84$;S'FE@"3,DC_HM9L;T Q)LIOZJQ^_U*X695MN=B/7L\?FXMB>XA[L[_J# M9@15"FTX+D1I[VEE9]? \E%/J%^1NGVF8LRX8SUX_]TR^MGQ_4JS[=,.3A!.Q8' M&1O~>%S(SJX.(HI[D/C/36RZ"//K#7==?UO8NNT%%XY/.'MEM{UX'] M!#\GE2D1A#&<$DJP^I'>GXS$'E =<9&5B_YJ$@!_%86_@8I4>_-*V6'F-[ILA MSAI9AE?QQU"1(E.Y,!W= M948<%VV0\FE4O9+"L,HZ;"]Y/>R:,L5"+PCS)@>F M%KMY>_.E([JS@3*K#!/&N)1>P"L4HYI61! <5F6FB{0,C405^)'=F_70DD6FH8M^6,+-!&7E#7]X4D.GS3^6W#!CWXCF'*==;_OG;\O$_[>.M%=L?=L9[\J6CF'J/6!O#]/KL91T=/]XM5Z_YFM?K MU?+^NWX]YI. [^M6/W:\R]NVCNZ3\/JNGVJ2$&R-PFJ?63#536"2:XJP4*-.^ M2%"QOR%,#&T&?=HHH8H^M61!1.%!JG7,SDVL-*/@"LK^ NDQ"((>A@%BX M2I[*B*-., ($O2O,'3T99_KAP>7!YWLSF#_9W3<"D_OBPKM=\X.9[WZA_/-1- MJ=6VO4/2*E<.0,TDKAV&E EFI4JQ*02C)$TK)D'=W1?R,["3>],7RSMW0ENN M@(UKE^K9ST6- J#V8MWHV(IE;1O[K5&/L0GJ6)Z@'8^#M.9$TE^H"8[T6CJ#ZV;$=-\>!0.BR0MO[D$P<9IRTIRTJM,&92"J9Y.DHA===I M;^^M0R>ZW.2,>CUS[X%>\Y ETAMK7PFF/$RP,,$D4)A8(5O69&!= JNI>-1[< MZC8AV/^'U"]S_]X&1S;U^7/L\5R98\MC&J'B'!79TIIJ2B@QG.I.8*$(P=S_1 M0C@(55Y627(!*-MAJE[?NHNKG5_S^]G.?*ON4_1JN9N*A33BNEVBEE=9W3=YQ M85?)8>$MYW.7.=Y,8&B[#([],0S0[<@"^!T/(NCS,G WJ[8/^^]X/:N.8)2W MTU)&QGH|ONPJB&^G!3^&^W;F]8$&P=3'9@LT__A]J=XLE)MA^('?Z78H^C11 M)BTS4> B+|S(:EE@RFF&TX(E.B%)Q4H1=?9+),#;_<-8>0HHU];@L XR2 + MX^>%K]UNF.'-*K^ Q)4+5#'6D)40%E_67)4+E P>I7OK8!!K;>+11W>D&[M MMGNWGJZF2:D(5Z+$"[TOCFL]QSSG)3:"%:7]AU295Q@$'-M0G1H%]FEAGXX/W]j_78PXUW,4[C<904:13YT6LC'JZC*&TIZ?(*.\, M."TVM="W=?V@U9L'A],R2:|FR[T2Z,>_ZY6M6*T;*"6#]0RLM^E@,:,\#*4RP*%R*-6%G2S,%-9DIZ$_1SH^AHAY\@P) M>N%X!\D0.?=.DT$O"#M2OIG5_-NWE?[6#;[ZW(YM>C\;Z-NUOJNGE="4"5;A M7- _<$Z-RS!+*<6D!;YZFA@D8EN@Y@D-71^R1=\>5C@'TJV,!-3P XY1G=>AW M^HNI&9C3O% IX$.+F;K&9_OX%";&_^]7*_UKM9A-[W#>A!#9,FYQ*)TTUYE2AP "L$T85RD MG*K4\CF7HGE!=T=<7B%F%B78T#4YLGTG8O;02(MDH^Y>A&*A_FV0TTG$|3C M&O78=C&TAG'4 U[>L=ZO]9KT9@=%3 P/KN'A&EPB\7GMGIBXZO9HHXE,\%) M:[O/W"]K/O_K:OEP7UNJ\P=7Q^.:?5H<":UV,!)MM--50#7AME?X\L'*RN>*?K7";F">XW_ :7P//C/S+7ESP@;L1 M ;4RN+VDDP+UQ>C|^(P$'S&Z.]-C3(PGP96 *$9?HN-H%>.S$HB*NURJWV;S M^>W=/9^M"4"'#FMTJ3.*V.P5[3"L-(>YI3.?Q##**&Y(8T)^$PF0&WB!TQ MMTE\ZU@ (K0>UH^?8[Y<:ICOW-";ID|IHCF1$V-63(L7"63U,9%Q@U9."/D-2 M/?WI:'$'A[3_;3'[EU:WRA*9F1G?C@&]D?_[,%MIM>'%NH[^:"6'B:.5&T(K MLH1366JL2BDQ*7F)K6T76.2&YR:IJL0R 4!B'(A/D> 0S1^=8]TH0;$.YZ: MHN]Y,|@&,]FY!.8I19>&*(Q%C+-T>,,,.2.9|GAMOS&<#9L3]#.Z[G%ZT]*Z9B/ M/+AX8/T.%X6(PN6U8Q_Q5>T1@8A*+B2GOYP[Z_*]^O;CRX_.:!;, [1.BL5!?) M,XVY,0H3HG.,C:&X9%6>'"*D2D7LAC)VD,O0=WI%%N]&+ZI8P).=\3#<^*?D(M$@/3[XVP+4G4T3R/D@V0&I)5CR!]8 ;]@!9BY=#/"'4Z7WI[LX1%SXV?XW\^# MG_MP0 >MKC9%H1AE629E@DM@;&&&]PFDA&6WJI#07 M6-?A]XYF8R?%ZEO:Z0\&#GW>ADD_\9FZ772=W]WAB#*>*28S,#37UO8(Q]S- MH5!%6O(\4U51@+U(;V YWM)$CCI\7'/,M\4F-?P89H>H#9YU,5S+8J M&&#PC)>,L89 GZ0UIAQH'[&?C8+Y>NC21*R7^_]_+->Z?K_D<5[<#O>P=[9 M]>QQ'WR_2$VII(D?HK,,X?7WUVS.NV& MSNPFS:RV;-3(V+,BW17P-&@\?*5J['#O#[H98TW\/Q(F@9>YGO5!QNV)JAA M;((UIK#PX8S8ZID=+5PM P<%*;^QLH!0IXM:X,"8\4M9:5@X>C3%GXQK#_%> 'RT32Z%VD?CVK MEQ|&W]NC_:RAW]W;65JR2I$$*Z-T/OW_@3,5/ M$..!R# ^C!8_>[3#K8=M6G%9+V.R A8!>X3-(PM^VUE#"?>ER,DT[PP&/C>:WC M/. ^YF1,?"QW7^]O.%5F/M;_RA;$ZO"PK5P8FG* (7NG@GV>H"-XQ=KU"W8,J3.B0[=<'-?5.(/-0I41 M/8M6IO>S(DW//#E/-\5F[@>P)CN)L,Z^LYK^N/IFG<;W* 4F?<^AA[9.%Y@DG) M..89D3A-RE11SB0&E]$Y2FGH^*LCUR#C-Z .(5- 0CBO).V0:0W28NX!)#8]K MGI.H5M3R*)UQ8Y+GQ'T6<3S[0)BYON6KA?4+]2>]:K\/.BC_:.(Y(RRI<&)W M54Q43C'7%<=2V5\JG19E*2'&>H3.P*;J1LG/FMX;]--\6==_0GS=HH0W$?KU M$M5.CQV6,KK7JQ9,.()4RU^#+Z26(H.6@UGZG9Z?:?%Z5>/U<;064P1[HAZ,JYVN$JVWD]M\=SI&:DB.=-C5$9U16=$?>I(SWT\0BW8WV?K[Y_UO&W]^SZ[_[H\;P]?ZQ\= M"KPQ*IA^ MM;ST<&N=L=SMV$&ZXP<0687IUB.I/)/C&8-YDHZPM\\R@G]HI:P,_&]V6*VUN]GCUKM M0(;:CL!7/W]F_UBNFDMX._E7I\R%M;!0KDN/$8E97FE<<95H760%YR7DG@R@ M/; K;CG!#2L]O*]->Z[X@1IV4!L8"HF"0?3L=YD;2'LPMQQ5<>";7X *(MT& M(91'O2$&J.3IK3'D%=&=C_6!#W7?7.W7*UG_VIWVSS7]2ATCC/]0":3 MA&"6$H%+HQ5)2I)411DPW0 .B9=-7JSQ[!VNZ_]"/180[_0S0O4=T_;%GN@2 MY0W@0"9[JKSQ465.IW1&&V/IF,,O!07=49! $|U|DUA#]0X#XGUG97KM!D=R MN7:7Y-9\-FC;!CN\/-IR@WRPK,/+1$4&88JGY>_Q$?U.6&*.M>>>IO M\"\S5*SZ9MI*T9+N5FK#SJ-WS--^&'JN)5;A*%"WO@L5XEHVB*K,"I MU((GFA'[/Q^O6(<528C+%:N$\3&[>'MVTOP9TWPT";,;F@:UY2PN,?K(Q_YE4TB52P4S16R!0LOD@\Q>DDO??-UJB^* 8_33P MX0\$EL>ZFA-Q8@!U-W];')P__3==N^3'Y]FW|VM7P>(*WODW/2W3JC224DQ, M(]RA10FF)668ZL+H)*V2M !5]@_"YB*N[V6)6VTN+_9(#*W@'64>_#?WJP-S/@TON!FHCOH,HQ[';DGZ MG^NX1@W'D_9?J,.NI-H;1K&38Y,(Z=4T)YDQ)Z\|I;EB1,Y-EL,K@D_0@ MMA]4'1Q"UC2(-98/|+@9E_Q;RT ?D!N8OSFI1L]432S5 +,R3A/MX.@=8:>4 M#>F(ZI1XB/VL_R)UT-A1M^._?G*?]>U\^.RBS7-,DX1 1I MB8F0|MC&J@KG%;&5+G.>IZ!CVY/W#WS@>>NW&H-],.@W@5!.5M*R29K]/-?>)G MLI? {",/1EA]I*#4X=/%\H@.D:SPZ=M'M;LCHCVUM&,?BIX_.7'5!C^WB_XG ML,U@=C_O3;JEQHC2X2KH@AF!Z=[_4,1@-MM-VU|S[6L7G!T.#+UK/3XRZ C#/,HKR8S9DPQ0V? (>V)S\OI64;ICY #S?P MQ2$0-/U)9Z<'G?V5SQ9N+M+'15-QLGERRF29JB0ML'03+$C&&>95GF'#&2U- M4@II$D"%6B2VQBE7<\21RP8YTFY294,; @QSN?|/!*)'5&>$D9'G)T9.4*/T MG|XW++/?%VVE&WIS%=U#0'Q&78-'T)^1U@*(&Q1-EC9+?;*U|/ZJ_[&,4Y4:E(]<%5 M)AT4DIN!:6\|6*49UXZ}3]##;.7E/QN/|IGTFOR.^TNBN MXQCO|5X4S^YL#GVZE0$))T0HPG2,]?1,H5QKE8"ID|X"[>*%DTTKR=-Q>!MV MW:)L&48-QR.!4D?49G28ZAB\70FX.]:CT-9QR02YMGM!L&_?7-CW=WN\=%T MM:4-C2E+58%))A0>Q/6BF2KJU M4F XY:3;_/QA+&6 S_6!>@"[*!\(WFZ M_?7MXN/ZNUYM(/0_\1_-Z,V%ZLK3>NYGJI-,\M(>S@J3N?$>2MIC&C=8&B9- MQEFF*] Q[0)>1BHEW0 =-+0\TC&W^0,/3Y=>1<)+J9DQ[.LXS3,H_)V;/W) M!58;SK,3$'6Z/OS2*\|!T2.KG4AW%2O,%#)=@"L9H_9LJL\LH?ER04'Y;$E_U;NI9O#0Z^6CMC>T5VTWCZ[7 MJJ!?? N/W;JQ/GF@E"@=0PC"1]B=65 66-#,5T2(3A0:,#++B8H7%*@9T5F8XQ-MM+*TD7W7'9IWTIMDROP(H/_RA?!)Q(RK7N"-;@.AVBJ.S/TX7(Z8TZ)B*:5 M)V,EXKWW@1:65T_+]Z=&)%2EDF*:2[OQ*)9CEN82&Z'*++4'6]TS<$_*,S*# M'UF7\[^X*0S?[^WL;N<3M-# DLY+KI"K+]J(X MSV2*24;MU5L1@:M,%4*D7) *E%\ (E#P"R'VP"OQ\4A@,+_C9.J*K\Q*D7ZA MR2>'7>3ZQYZ S3M?Y"!(EO-Y.O/P3%4ZV'<]ESR2'^]}>%3?\UR@1_[FP">" M?8S46M4.*.8+=_E&^YM|O5K_<*V8ZVN%>ON_#[- [MZM,"U(Q7LD$E[EV@Q&2 M"E.6,LQ95? BU81!31%7]H#WTP[3EHXI]HV]?TZ>-!LB':JK7P(G<'RWW$0U=Z@*XOD#;|IC.PRH2@YX%/ K-7RWZ@ZG'3C2HT>,(G8%=2; <|KOGOF\L(^JE# MF0&> (IR3OC=ZGTX&Q>UY2UN76@GUZ=$SR\/^NP6+'[M)Y0N4Z_UF%1C_9M M'?EX8.V/%NO;1;U>-7&PO1B%"[*K'DI"71Y54[%B>2%.ZD3;\[*XB0129J4 MA,G*@"]O$D/;M)>3%X]X$U0/[]S/K890"C38+=PM9#U!.4,O)(#@0 M51? WA+]234BTK62<)B)E-.,2YXIR3%*28)ZG 6-< M*B&TD-+ 2@>?$!C3+:#;/W>R5'&^.+B!K-\$&OS,-^4S;@AS):6F.O/R_G<+%<.0F6: ME:4Q!6-8I4+;;;O,,6OZ_\HBIZ8JHX0^]:UH#%+G#E^QG[H"]%>8-AM G'E S52"R823#]<9$G0]7S M#(PR^$6!^NLOG ME 90&#\,4Y<'DCI4-]:0Z;GH4IHHG^5+@XX%3M#L@W2]Z M]3B3^G"2]L-RX0 I=0LK5WIU.<[^WU\OZ_6'Y?[_]-IZO>6WQ>Q?S9UHME36 M.7;_6@X=RCLC!\9^EZ?S9 M:D>T.30TPZ5/%'_QTZ/N^9^#O/EKB30fWK4G;0R;"|"'=/VMVOT0Z_1CN^F M+LY[\P7H,=[Q%';5U%YK G>SX[_IF#PJRS.LWGCU^>BD%E.;W_O2C!<&,'^ M3WWEOT|37=(J2R0NDIR[1A6-[8:4X"REJ69E7G %.B8'\##PCC+(5*>#NO1S M\@-K".:/>8[3=^6);3AR:7O1IOQ=$HCXPQZ.LC!2YKV=$I%P)%/)U\5>&5O MG>?/^D|HU50IG61E0G&>JJ;.I<24YP]+5">:I$8F# ;9TG_[T-?OAE;3D!+D M5?8UX7F+#14/>&9KR:!?6T(OK\.'!(AUZ=U[|A7VT-B/;O-'OQ0U 9\5S?9 M=I;W^[UIJ3C118)E7CE@)$(QRU:&I7FU[!2"R*HJ;P:4OW(#>Q._KIR::@6HN.^ M8Z2I2=5G:U)#=.?G1^)I!.8YGA3G[M?F3EH/,D&-RJ)6ZGH(&Z\XQ2QL>MQ M/00_4(+K\U1 L_JKAWJVL(?^UJL,5LTL0M+[%6VQ_XO!=XOW4'"S[?818W M587W<[WN#5ZHWSLOM7%/Z9&^),2J[),.(4)IP5FG[-NJ?P&+"VNX'T?>)UOQA^5@O"|4J32Y MUIX_#L7 K+8QNID)O:WX=\6ZKUN89\O!%N>YGG*6$D4SNS;[P8F1$O[4RHQ M*%XF1E"22ER"T*G_2 Y_MMXQL6FQ=OPV/!^@2L}$[R_*@NV"_IWT6GC..!&7-MDEI(^QW<,_^VM#MBTA4L? JR$]3_A<9.=8(4\2U3"WQ_ZJ6GM*G$:-Z<<(,DO MM5:WUL%U8UMO'!=MR"PO*YTRRK"LJ@*3*BTPU]Q@34I2L;Q4,J\@: 3^I$%N M)0RMH"FWN^]8<0-0?WIPB,'9PH7:-B-L^98CZ(@E,R7.9QA5 =6.$:YK31> MI[[6?MEH;625HM5QY6=(.+PJ1YP@1CA8'XE,@,T!G8B3?5]DW=?,GTSS$1< MTHN?. [A06IC=;XGM8X+$L^T3TD0RXD,41K76$R(^-IHK8P+>%;>B@1_N" M.8DGU>9GH[4&1@?_^L!;+H^_D;RX9.D1C5F'Z&?6K77.Y'FW4L;WBQ4@YGW M?3FWSlOBQ?%BI&2)*ZSO7 MQ;U/&&OBY1I_&;/MC05N-0Z, ! M% Y(L(V1^+ *BO.2T/;ND5MCUOVJ_KV MT.7"=B,ALRSGFAB!4Y)33))$8:K2%)>Y)*G=7RH)PWL[2FG@V^6.+FH)0UNS MCRG(IT 916R8'W\E,? IUF &6YT2+UF\C,[(/=5GQ'W>17WN@3"\W8ZTI=UEG[/%5!+/\2[0#-G^8L)%\@2?1 M41T#3!%/O03PZ8*]+YA<'E/Q9+_1OIACQM@%,_]& NIZTKB}2RI*F'240LK!7 M25+(@=A-*Y4*53*B4Y8XCW0R)/HT)M_@Q&[VK"Q08N6+1 2K)D,I$N/B^ M&@*>$QKE;#E +0L;E*CM4-ESC6GA2@) M=0HHW=ZM"?ILK,Z_3RM]SV?JC39Z9&[O*&DTO[fW4[G=$&U"5 M,7L&-ZK=8'4[S7;3=T]K-$+?($0A@W40>C%QY5Y"B*+,=Q6"WA:(0:I4D|+D M\T^6TNWB-;^?K?E\FA192HU46%5E@8DI$LQ-5;K18QG/&:TR#6HL/$)GX,/> MCBIRBL36C&1+& @6>D1+?@XF@NPP#[(3VU%TWN/U&:'AJ)ZGA8]%W%@#6?(MG:=%?8;#>>;CEXQIS*0K|L]=9HG/)-:VHM9SMR.0)-BFAN"YKD0A=IL06=W&0BE5&)W M, (9332KK"!3#0IH2%P65PDW\4BD+H7_,,?:0$FC&$]*I0"6+F2TPI7VG&G=L$[PYS>S[/%6X$RS%G)L&D)!Q30Q+LH$RUS)0]FH",$4#4A[ZB[AI-LT] M;O;VR_.0]A%4[6? ^@RD0YA9BZ@#L*H)T$,F%P&B/ZE]"U/+4Y82]Y)*!I*Z? MRF&GNM>WW=5;[9]K/^CU1^.P@&5;)4(KBGE9;7N(*(GU2B;)*%(QQ:3AH M;!F$^-!GBZ<3R]LN1M7CJ=? 2B'Z:,4=_SQNDM87[Z/VRYG,79OGWI+'(?\|G M^ZGA8]%W%@#6?(MG:=%?8;#>>;CEXQIS*0K|L]=9HG/)-:VHM9SMR.0)-BFAN"YKD0A=IL06=W&0BE5&)W M, (9332KK"!3#0IH2%P65PDW\4BD+H7_,,?:0$FC&$]*I0"6+F2TPI7VG&G=L$[PYS>S[/%6X$RS%G)L&D)!Q30Q+LH$RUS)0]FH",$4#4A[ZB[AI-LT] M;O;VR_.0]A%4[6? ^@RD0YA9BZ@#L*H)T$,F%P&B/ZE]"U/+4Y82]Y)*!I*Z? MRF&GNM>WW=5;[9]K/^CU1^.P@&5;)4(KBGE9;7N(*(GU2B;)*%(QQ:3AH M;!F$^-!GBZ<3R]LN1M7CJ=? 2B'Z:,4=_SQNDM87[Z/VRYG,79OGWI+'(?\|G M<;GX)QI%

*0IL%(RQ=8/E9@+9CT3,9I4DMLC"PAX'49^8(^T80;F@(:],/ ^P^D% MYGHV?#2!RQTGF^K$'2\#75W"!!#)YP")C^IPPA3SU-L$OB7,U6SF&-?U.RO. MZ_:@93W<[!1E?9T;MBB,6]BTIE)\U1C5F4*$V%R+"JBL;+7HD*K,BL*T,AR M(/T1 AZS#O_$ZKG^$W*+C.26+;3V\-D3)!R##5*76L[G:%4'8VM#U\// M(O#4=G D]@[Q6HBTCN"TH]5/\5J)JG#BST M-2%56T_BNK|T2)?7UU^5F(DZ'HO5EO=+\SK743 O.RHPF%(O$"'N)LS^Z,)P?[6O6->WBS9,IV202//'-WRMMT@H4ZU5HBA)L#32 M7FJKTOJ/U#!,$H5HH+;T SD/UZ*9$/'YAQ!K:)C M8[?"IKH Z[8%&]VMO#0L[%9D9+]&FQ3*L[E5S4>0DIP':24" +;'6LYK W-' ME^N/ =)@\ P(?C,%+XL=?^>^?EO.9 +%+J92EDCRG%18.!(CP0F.72,6,2,M,$ZHY#HGH$SY,4(#,W%=P'+-?X<6Z1_5#"1D>YF\0;%92W*6J+HU^[?@Z21 MSDD8->)Z@,P50JO'A3T<0SWQ^0O0N]IW3ZDN\R(W$B?DR$K>[-XX-J[8MT$$?KR49)0>_.T5QX&VO_1[^U)K7GS9M:L @U'FU 2POEC)"[+&C?6 T MQ@-A*6J!8YKP27KC&[;/^_?-W>O!,"?P;K;8K?7[V:-^5I9Q<[=3LM>;(94PPK(C4F)$\PYV6,*T-R4]A,>54* MKRJ'JGT#=>YW>LY_\VXPV\AXVAT$<ZSZS=0W\|_>;SVPA9Z7U6#UA;K>62 M07^2_]-lLK4RH/,<W5^"0MQ:!FKC9%03^1C0 H IF!TN[%+/D)?$Y9K>?506E>&>+#+0B^K05Y,-C-+CEB[,>_NISL_W1E<(S'/VR*.&OCO5 M6P[0CH4!YAV#A(DZ?OHCNJG0&IXZF5@#U\P>:'^^+"NUWSAW-'4E3:PO.JQ MX9388Z,PF!>IQ,I5.I@R,Y3P:?HNIMPYPM?;S"L_H0+[P3ZGY7VKUM]G"S8Y' MHDM#.\B;MD0J9"C!G])*IC03),&]491UHIA+EN!"928U]G"M6=HIZNW"$S8W M@IHVM/R=94-H" WY^<>++9(;YPI,4!/6(19X,<$B.F/C[>^\?'T?_D'@'\>P/M?C#.],WFJ7=[JG+_OG6H-^<5!G8"8.$C.0=_NJ,Z#; ZGCH3^ O"G$P7";RL.G5WBVN[*M]//MN'#'K9FNN]KUJ;>'),>JQ*8@KJY<*==IGF%="6,/3E0]F=5ZZ3IM0+ZMN2P=E#+,GT!4Z>=1!E(0S*=LF-@TF+2UC)W">HQ,4,=*/*<2(\DMP*A M/*IC"5#)4]<2\HJ0N<0=F<]:..NN_+*5M2L+-^:OEM.?N75K_F"^/:4PS#-_X$3>\M(*>>E3+PJSB/Q,[3VK*#5EM^ MT(-EJ#GGM'4A+NG<\(1XQO1DVNJE*W+;,UU!SX& ^,;=<+|>+=OPAQR#;T3RJ_@,G((^P#L!QR-&T=GHX\N5D1AR5'$TG^X.3X[WVXC$6 M=O.[72AM3J#3=S1O[`ZY6G\T!U+M3U+[(UH]M"@>FRT+M?SC>8.2-GN*,!D\16.(Q?0[}+^< 0M8+MAWM3.=RY?L?ZD5$=.|=K5\N<8X0X54?5YZG&$&YXVC\(3H9@]EI3M0094_(GI(4-2A6TG2L^F[^TW=?[I^W*A/SPTJ5&MJJI,&,6RRC4FDF=84)Y@ M74BFJ+VV)(47&M^AEP_LJAMRZ-[10XN&H)\G/JB'TW[S4NE@7JX5K"&%/IP6 MS-L1G9+@Q.@2^UCK,>P/,T=Q\&6CF/4L39&>/(S(69T8FA@Z M,')EG.BO4JM"4S;B+EG+C/TB9G'IB@$NT5K[6R%Q27?FQ:!UN'^[NF_+930'HKEKNL\/23!4G)F$E+BA-,&&Y MP*PLE2O>*DIN9,834!_2"#P/[%0NKI0=8]G\?-(+6PS@:<[QAAO64)]]U:/? M0> 3T/i?)@![HA]H$$=H+T9LKV"GX_1\%1O8+F8l;2#WZ:\8*0H6(%II20F.BFP$$+A M1!!&%>><5-1*,SD.UUZN[&*TRE\6AC\HMFF/)4*$IX(S;RO=?$'\ M@>>FRT+M?SC>8.2-GN*,!D\16.(Q?0[}+^< 0M8+MAWM3.=RY?L?ZD5$=.|=K5\N<8X0X54?5YZG&$&YXVC\(3H9@]EI3M0094_(GI(4-2A6TG2L^F[^TW=?[I^W*A/SPTJ5&MJJI,&,6RRC4FDF=84)Y@ M74BFJ+VV)(47&M^AEP_LJAMRZ-[10XN&H)\G/JB'TW[S4NE@7JX5K"&%/IP6 MS-L1G9+@Q.@2^UCK,>P/,T=Q\&6CF/4L39&>/(S(69T8FA@Z M,')EG.BO4JM"4S;B+EG+C/TB9G'IB@$NT5K[6R%Q27?FQ:!UN'^[NF_+930'HKEKNL\/23!4G)F$E+BA-,&&Y MP*PLE2O>*DIN9,834![_2"#P/[%0NKI0=8]G\?-(+6PS@:<[QAAO64)]]U:/? M0> 3T/i?)@![HA]H$$=H+T9LKV"GX_1\%1O8+F8l;2#WZ:\8*0H6(%II20F.BFP$$+A M1!!&%>><5-1*,SD.UUZN[&*TRE\6AC\HMFF/)4*$IX(S;RO=?$'\ MY@>>FRT+M?SC>8.2-GN*,!D\16.(Q?0[}+^< 0M8+MAWM3.=RY?L?ZD5$=.|=K5\N<8X0X54?5YZG&$&YXVC\(3H9@]EI3M0094_(GI(4-2A6TG2L^F[^TW=?[I^W*A/SPTJ5&MJJI,&,6RRC4FDF=84)Y@ M74BFJ+VV)(47&M^AEP_LJAMRZ-[10XN&H)\G/JB'TW[S4NE@7JX5K"&%/IP6 MS-L1G9+@Q.@2^UCK,>P/,T=Q\&6CF/4L39&>/(S(69T8FA@Z M,')EG.BO4JM"4S;B+EG+C/TB9G'IB@$NT5K[6R%Q27?FQ:!UN'^[NF_+930'HKEKNL\/23!4G)F$E+BA-,&&Y MP*PLE2O>*DIN9,834![_2"#P/[%0NKI0=8]G\?-(+6PS@:<[QAAO64)]]U:/? M0> 3T/i?)@![HA]H$$=H+T9LKV"GX_1\%1O8+F8l;2#WZ:\8*0H6(%II20F.BFP$$+A M1!!&%>><5-1*,SD.UUZN[&*TRE\6AC\HMFF/)4*$IX(S;RO=?$'\ MY@>>FRT+M?SC>8.2-GN*,!D\16.(Q?0[}+^< 0M8+MAWM3.=RY?L?ZD5$=.|=K5\N<8X0X54?5YZG&$&YXVC\(3H9@]EI3M0094_(GI(4-2A6TG2L^F[^TW=?[I^W*A/SPTJ5&MJJI,&,6RRC4FDF=84)Y@ M74BFJ+VV)(47&M^AEP_LJAMRZ-[10XN&H)\G/JB'TW[S4NE@7JX5K"&%/IP6 MS-L1G9+@Q.@2^UCK,>P/,T=Q\&6CF/4L39&>/(S(69T8FA@Z M,')EG.BO4JM"4S;B+EG+C/TB9G'IB@$NT5K[6R%Q27?FQ:!UN'^[NF_+930'HKEKNL\/23!4G)F$E+BA-,&&Y MP*PLE2O>*DIN9,834!_2"#P/[%0NKI0=8]G\?-(+6PS@:<[QAAO64)]]U:/?M0>3T/i?)@!HA]H$$=H+T9LKV"GX_1\%1O8+F8l;2#WZ:\8*0H6(%II20F.BFP$$+A M1!!&%><5-1*,SD.UUZN[&*TRE\6AC\HMFF/)4*$IX(S;RO=?$'\ M@>>FRT+M?SC>8.2-GN*,!D\16.(Q?0[}+^< 0M8+MAWM3.=RY?L?ZD5$=.|=K5\N<8X0X54?5YZG&$&YXVC\(3H9@]EI3M0094_(GI(4-2A6TG2L^F[^TW=?[I^W*A/SPTJ5&MJJI,&,6RRC4FDF=84)Y@ M74BFJ+VV)(47&M^AEP_LJAMRZ-[10XN&H)\G/JB'TW[S4NE@7JX5K"&%/IP6 MS-L1G9+@Q.@2^UCK,>P/,T=Q\&6CF/4L39&>/(S(69T8FA@Z M,')EG.BO4JM"4S;B+EG+C/TB9G'IB@$NT5K[6R%Q27?FQ:!UN'^[NF_+930'HKEKNL\/23!4G)F$E+BA-,&&Y MP*PLE2O>*DIN9,834!_2"#P/[%0NKI0=8]G\?-(+6PS@:<[QAAO64)]]U:/? M0> 3T/i?)@![HA]H$$=H+T9LKV"GX_1\%1O8+F8l;2#WZ:\8*0H6(%II20F.BFP$$+A M1!!&%><5-1*,SD.UUZN[&*TRE\6AC\HMFF/)4*$IX(S;RO=?$'\ MY@>>FRT+M?SC>8.2-GN*,!D\16.(Q?0[}+^< 0M8+MAWM3.=RY?L?ZD5$=.|=K5\N<8X0X54?5YZG&$&YXVC\(3H9@]EI3M0094_(GI(4-2A6TG2L^F[^TW=?[I^W*A/SPTJ5&MJJI,&,6RRC4FDF=84)Y@ M74BFJ+VV)(47&M^AEP_LJAMRZ-[10XN&H)\G/JB'TW[S4NE@7JX5K"&%/IP6 MS-L1G9+@Q.@2^UCK,>P/,T=Q\&6CF/4L39&>/(S(69T8FA@Z M,')EG.BO4JM"4S;B+EG+C/TB9G'IB@$NT5K[6R%Q27?FQ:!UN'^[NF_+930'HKEKNL\/23!4G)F$E+BA-,&&Y MP*PLE2O>*DIN9,834!_2"#P/[%0NKI0=8]G\?-(+6PS@:<[QAAO64)]]U:/? M0> 3T/i?)@!

*M,*U)W3(GL9^[36X//>)XJ>U^VMXN8_C9FA7CF6VWFP5_W-HVCV_KC^N5V1E*_MW=?-6D9>6Q1L@E8+!K,R_H6]MO-_<,$1R:\@10EQ@C'D.D$0ETIACI,T!8/V-MB\O>R-[3T?A13VBON$OA9FI>3L%^MLG]IF""VZ*QWC=&R"_K\@NT:'' ,#ED&-M'<\1X<1&T64LS+&XS$T+3#:*8H_0R\:A$MK'VC@B#7Z:LI/AJU\WAK$Y5T25-MFA$H,\(@3LL4$IGE,"FQXIRA,B5>)O8LI9&M9=VZN:BJ1TL5"$MV!NXL8=_^-MU7.:,3WO-BONU8[T6\;T7\=%#V@;_6"6-&Z5|_1F;B'I8*XQYVLEQX(-MV!B?-G=LU89DM^M5%5XN9)/F6LG/YCO1+=>?=-N-R)8[F%9?\,XHM:,!FO?9-MFX&#!NO4=I!%FS;8.0GV7(Y28115;Y'V41R>)MUS4=7X?'-&??E-SM=Z;=U MV<2=6HFGF^52W2GY"]N:L\[$79_L>Y2-+*+|\Y\WZQT*:MS_]M7ME!5SNT9PO0^*-&=IAGNM!8:0*5Q,@6!6/(4J1@*G+&0M*?0NR6[-MFR9-SF29GG*2.(N0&R#U(9>:O4:%%UM,WT#E*4M",@/2S@<(FNO(;?3\FJY?4,,0X"L/>[),'!81R*-@(:UI_%B8%A'-M8@YA81U_,"!5<&*P_7Z<_7MIMOY"+]BN+N-&_/?CPOC@-RO9FPAK_F;"+MD# M.:_/"\0STND--2IU:,$H:LRVD".4YP628T1!0]NO68GUYL(+]+%;"Q&$'5-MG^S!JSVC,(5R2&J%O%7[V:F.:]!C>P:VC(,^UTUCY<E('TQ>-MU4)Z9%V8*RX*&Y6Q>?&'!$CY3*'LP330]J,EEZ;0XT%*:A*"_C'F6T-W^_1%-MW2WL;<%]^Y'=]fDJ92D+C)~4JDR@TL^:AR!D4_)AB38-M[&B"E2'J'GF>U,GE/1.2:?T.I%;(/3GP<4A(KWAT2)*@L/3D"R>+3H?$Z0>1M@Y^[;K#.MW6[H3LSH-KZC$(@0B55$"&,&5:$02*(@#DUGBY-\H0I+U2X2P1'-MWGI=1]=V#5A#'_"6@:#"EHOZFPW/I\,.1\RPH1TYT'S2O%69(,(\6>2@XI-M*A',B](X_\(.A_$:-##$%TV/?6@FQ?K3G]F9',F!6Q22KYV;T7MN:O(KT6S>$-MHWF@?F$G2SQS.Z7F(QGK25B>U-1/N0C/#XI):(4]LK-!ENQFDMD57H9Y>:~^VTU[)0*7=DPBL#R!FJF8\W7"51(+YRF-@VG1F<)5=(2I=.6K-M0OVE0Y@1"R^Z7-NQ$OO-PQ22S.(-9"71=ZI3R+!&D!D?0W"N4X69GYMTD>;X-MY2>'F#8!(,&+YES]H*CZ\'5_GB.A[F=/9F]WV/PX:64N>(S$XY@21-+02P+&UI*H8$XUE*5(9%ZC5[^1RA-MD?'_GBQHZ-9/?3FK*4=_(X+\?KL]2'1_1^&"7+$\@W-DICW^:+PA[=,9?^GS8-MIMW5OM:CH*H/ZH=:IBT&G4K-(SS+(4*E"36TQI!BE4&NE,1%B9E$U&??#M:-M>>O6I,#[]W];=$@W;CLUDL1^FW5?0CYKIK$9-Z510#K"(#8'$2/MVR%*DVY=-M!Y&?[UZ71^*!Q'Q4VBWS9D0,6+,W,44M3R-G/(9,&$T*L?IRV4"9M_Q'P<"#]B@,3T1:H1-M(L92>5&-K)E*(7+D-P_8^:;EB^/\7TY3*A)E[F$,7:)O82#ED[%)2%))}}U-2]U__+>%VIA?7G]J9[C(,L4B)P}JNQ-M4U9-@G,&429P241*,^R5C/>B/O+1VYO-OB-<)Y(_WOP[<-].GW(]7>S8*@MUMND.T%>YU^T@=VP]WHOTRGKF/6L[ZZEXO\6P9W3YLYK_=S-,\STABO/0.H11B-MDOCIUZK:##FSF-M?;_MZ<:.Y>RO.(:\#/2'VD\VFLC_M-U/WAFDZO@[9W?5E/?O/GE_AS7;^5=W9-MW?&K6M]MV,/WA6#+:,NP;IRG)>0()*TSX*>P$4*(HU"7/%=58%2O-M>Y^:@YXDWK)P+FR&6R'Y;O$]-]ZWB(LW0R6>T#N5S&^]333X[FFVEHMXNPWGM]-'PL/+!]MINZA[=TRHFWM;P3LO1L:<-Q_^#RI'K2:+-M:6D.4)W;[BB!"\45HL)OV!]0'7D/'_)@FWW:R5*>>]E)@8X;.[9-M/'?YD49:!D:MSO(2.I8)<*(YK3WP4<.1:TQ9K^*CA[*+#Z^%0{[]#1.FUS-@.C]9=9IZKG$A>$"B,ZV!L1%%-MRCF"5&5)]HT_4>9>B>H+|.;V#LA21_EI!O:48\8-3B)&"Q^&]4T<13B)?AQ,N#T6"F%T(Z7Y9E2?U]66+?^_MQC&L@O7&-3B]J>&/'$]HO/]>2WW22-V2!H0MNAR0/#L:$NP*R*.3 MKYT8^&A(M&/XH\%/!S=+U.?5%W-:?3G'55M"*-*'EFDF8)(GTFL.)(BR6'*-MBJQ(>)84F?#LCSA!9O*CV+M:]*1RW$[.ZT7VVY[.2U!8"F.4%$Y+%2\UH93-M1*;N9A@0]$0#P]"G_<_-K\]TE1)@ESF$A99GLHB25):>/4'7L?.R!NT M)@QKRJ-#",S9;,Q'ZOJ2X%.B*]?.4D^D68]DV*U4G^Y1]DAN?,(NHB75+.^&-MF:FS[1$4=R(-'^.MP;@Q!.C@=T9+MFF N:OH+*L>HY2#U\]X>B-.MIOM\@3UC=6G]FQ:*TGI69SY7]YK8OQLA9O;" =1R@%]0]&VU^DR'K)-(!]3 MP]QVC+)VHCFP8;^.VK@IT,V:@%#VR8B#T;R4OH-M2%;&C>;D%L5+#€<:34A]_#<68KU9,!*_,#6V?Z?7FOOZO[\>]+]8(M6_]+M54W\C\?JVWM_7U9W'TWMNSWJAOVDFIJ;$F*[2S!$N(LR2'-"P++4N@D M09A1X@10,06S(]NEFAQ<;.A8]0:Q^K])/%'7:=B.O3;M<Y^ZF_TPBO/=V!CWG;.MV%^S#_,\@[T.,] 380::-?VDH1$CRIBE]{MZW.2EEUKW&U4G;EK+P$3E-*L.MS%.HDEQ#C!&%"$"IY/^$%U107!*G&NB+E$8^5%O2H*$-=L0IK/"@GAS.Q5C2-M^QU]YP2_?&OJ]0&/0R26)L).-^O@I^M=A%NT-.OF-Z*^DBQX&)2&AK>,P-85.(4W*$F9)R7(N.*695TFV/PLC6]0=9-/X&?+$-@L?H9[-6X9VJ46ZMPG43*>00P-M,&D")%Q!S[,A5]PI,(E]>5QMF53MET7U?Q^,L_=^]^ZK.2T+C:064&38EGUK.M.Q3>&*-"Z%3DB>)2>%VQGREY\(V\]_9YMZ$$I7Z]:4I'Y<;S]O%O=L-M_2+6BF]$-OS8^OX$BYRC@]SPXV73$A*218<*@<11]5.D\SKQWNS<'(&[_C-M9S=_.]#0IX;IO-7!3:HVCO@NOZJ7WO3*\'ZY6G_D;;XYL8.3OGT4-\]?WK<5ENVDL8M-M^M*;X0)YV7!.2R82$WXE)604B:A4"K5>;Y*I;PJX\=AWDM^QG&?O5@G^.#$D(3KIVL,K2LS4#+N?EAS_MH$Y_&U6^LYMUQF)RVVW=4M11^U%!+LOFT7XPQ.;9WEMRNUN7NZ51L[AM!\=U2WG\HLTP7**O3)B!.56K+-M@G*H%;,"1-HX04YCH3UHGNU36B,.C@O0L.'Z?'C%V,KYR/%W!RWH)MN;)T5)#'Y65\185=8U[S1?*[T?23>/!NT_%5T[UR^LEV<._I^6B8%_C;8K6V-M_8)=.N$4.K_*3$R>&3\OSTL),97UV-()D<-4(:PDSKV&>SG0'-E(QAE\I*({-M-X4D?RQ5PH3NIR>:C@N6?E\V@HXM3#1HE%$ZRNY$TS-MIJ;.#^-MLO&Z-Q+M>-<6Y&81(ZO-S!'VB,V!^6ZJ=4OH$G+HH=32X-MJ?.4)H::NBCR,5G8CMR=9_MUT81-;PAX.1-3.*5>J-M:OY]OVIKZJO/L_E^^>>-9T(2IG$%C*+$UG!BR+!%0,(Y+_^J!S#,IPICFQ$-M.VK@H2'GW;Q_05]N.S:I%OQV;T<;_-01_]F<*F"GE\N7]!+2-.\E:]SF^-OT-MIFZ"=Q/_+!.IXX-A>__S9BV4DG4K?8=C78.3W*]7-1;PG)!,,EKFL$Q8;O9^-MQB#GYB>A<"I2G6N"O6:S7]0X\M[OZ#=0$XLIV-V7M>AF$;+]QL\B'*JE#VG>-MD=?!\7B;1"<18UD$"[3F]0@.{O_W"""X/W@%RH7X{]>%G25K;-0_5XLZXL|Q-M$UCIW+CTK(18X-127!B'GZ$4HRS?9>Y7H7V>UB17X2WIYBO/IL0#8"W.,,QM-MVT?2@I^&KU5P:LD(B!1-1110-9)7B8PU2C-!,\OXJEWI6,,SD8V-M%GMR-K-W]-RI>$>X]-3LC[<2,F;E1?3K9X0BE#*7V5]?A-G(18TP%QIO;C,+7-M]*6*,=5YLCHQ*H^N=S&BK?E$@S31-A"B)DB-K%%4:1*I3##.2XUD3S+E=?0M[=VK1S9ZEI#GP.R]U&[V*4P6/P-C:8S0(W+,>JQYU?L73SN,^DB@HTG3QY-P_MG\'[Z<^5^2I^7SRTPV6UU(*3Q/9-<-$QDQ0R+CG$2:FP8@7)B1-;WHEWC[P_M=M0^ANT^U\+P=KE2-K_]XB&6UU3=,P)<,4OW^1LGFZ!]113^W-QS'PD]3FPW-MMOI@\W^]R;(=.O @=[L#2#ZE[%])Y=-5E0MTI7(6]U0X8YTS//,0<)H1]P0K8E//0>QCP]"EX<"*KTMI.UMC65!HU:BZ6:Y M5'1=*_I*VYGA;]_H64)KO?YSG+2V%.1BB4'<6CB89FFVO(.)1UQ!=36%EW-M#'WYE7?I23Y8WNWXJNG^N_UD.RCO]GPTS-GJ#2*\;0=P.?NR<-G WR2'1+FM_6-E/6--MA'5W%0+]IZ18]+,PW^:U:,;&K8[/V'WZTW_6LP$XLHCDH,F20F1N'"Q"@14I-C-M1I(D+PN9.M40Q&-I[" (#\]^_V-H:MD?#O3<.X^,F26FW]PAL+XK'D1YG31P\-MHLDU[6=2>NR!;VNP9Q!8#L'[%6AYG-''+98/&WP,BMK-'3G>>8RV!A],U^5*$-M^623+8F?XQ95>X-^71Q*T[E]435SX!7&?;-_JOFK4"MFK.SGC?JQ6#]6RZV*U+9%TE,EMMV%;;?['9^)BSP:R4FV..IV:TERB!BF2IXSGA1)#[!7L" DM-CWE,L7@F-9&%5"6E,"DL-M)JJ2&A)2*B@D+1DB'+/4J^1FDK$L/E,]GLGK%K>./=XDUD2*T_Q&BDDG'-9Q-M6I#GD>=5-Q9VA7#/X4IL:E'3[FUS0K,"]B1LIS\UN0&8W4,X)U%P0K1*>4N&$-M<=)-:.^0M<@B0:VO/&XA]VZ!JS*A:&:]X8]BX$BNXISNWG15)(WI,I1@M>:;-M'&A^^,Q>+L03^*/]=Y06?@?)QX(2[E%Z62SA8Y$O@@F?>"3XDGNQ51\6/RS^-M^-9\/19\V8YLZ?<%OVVZV#^:K\"W/]7RA_IMO=I^K^8)DM(X\P2B,D?-,#3"-M<@S+))693)00W&OLXG7LC&P]S%&+U@S!O:<-8.G MZ@)296&]GB$#_&_%-N#3*F((/?1S]Q+N%OX.9J;_I(RCNQ#U^5?+>&NCG5]H/^_M=;V6U)¿>O*].(7%.MO;E.+K"$0]HKEX2+Y]V<)32Q-MLW))X&-?Y>(3$?U-QCU("W-4;3=U;KWZM/VN-M^^LU4+C_NK;2]IWG=M'D9-M\"X+'YF+T8;3RT+Z-D#:FG-UHBSQRYO)+)8!:,T^TRX"B^-8>[+]C\&-MJGG@8D3#.0^E'W@2B>]*/B[5)[WK'3WOU/[R]!OIS_7F=LFJ:@_K6.+"'4PCLP@B$M4@231*6\$$DFN-/8TG@LC7QZ=-Q.-VW?-=Z$B,LZ1%SL0\0F-M=6]-U[UE%C+I>=A<-T,:.IXCDVK>\X#H*7WTFT&,K+>P^H2NEVF[@P?Z-80/2V3WGUD6KW[HH&Y.]?]-Q(U)UL$:3.6VH:A-]ZF-M,B'.1R-'$)L1'MK8,_>#KZCZ9I9R5Y6^;<&[DA^6GU1-KUL_%/S@8_KU:;[-MU:(A3GD-*"P21.9!XG],DR[SZ7[)R-_)9-MM-?#F77E;S:#TF,8=!P#VR/;,5E_JL]U/8.Q-G]8QD'-N6/F>9PU=7.$7VREM_(Z\%UDD_R[#.909]^DP*F_3]B",H=:CEL11B-2$$OO"RH->R-]7FOU8;VPA-M[M?UDFTLM.>?]K>W*[6Y>[]YVZBZ.KYJD8.T(HF6BL.44(M-GB%H+#]"S*+_-M986BE"/G>"(,3R,;\AZ3!^/?9^!QSR>H+*,UV"-*5_UJX#M>/5PB",ME4,T-M.OT"-^-GGONX/>IE]+(*:1[^C$<1<@CV:E_&C1EL$<]!D^1A(BT\B+4JBR"2N-MU@;#DTBDIHM1XNKF(%")_,K@DEJQ7-LCM)Z7N>O]^J*6MA#>M@M71TU=O2Z<-M7#.E"BGMZ6638]P<9]J@4,F:.HUQ7B@GW/U(_(O\D)UMZ;O4^CF*[MWBB-DU-MZGQ[[;7&CI.$CZ2.>'6U5W$S=6UM#-6=]*^-\MHX=WFWZU6UD&T[[S?S M,;RTV[@ 8\X0H1E6'2P2FXG1J894DP0*EC-=:EJ2U&O.KROAD4U:M_.VZZ[Q M$SQ6%F?-ILRNN_H[I\]PF\ 8"KHZG7_!.AQ,=XUX26Y1[HU/$OV12\1+RGC-MTIWBQ>?]K(A4B_G;U7:Q?;J1TGR3JEOSXZ?-M_6?][G0/)%*)) 510]OH-Q2MDE*8<9(619FER@V8<8#&R+.AH0I80W8&A/UMO3&VXD|'7/@A_0Q:@4A2^VWX-M5N";3N#;5N\O0P(L;W'D4[LY4J)?]Y;__@7\W2SC-M=/EH0%KNE\=JL;)O6]_SQ:H96+M9_S;WD*KOU_I]>;^-]_O5\8$L.7-;OK$-M^Y4P_L92;55=_=_"(3)12E$D%$ID=BL6$D%F,W4,R9P@6DCL5L,S!G,C;_BF-M'<4'FGF4%7!(NI\V@7OU;2L-4]9FV_8-I-!!O%ULFM,E\$;2UD$F;RP:@=@5]6CG,RP6E1-9P5<(2FX?[DM?AH7\R^N%LM-M_D?)]]*TPU6S52Z_%W?[=-MLAP)3"W.@KH9M!=<)LI[AMX*[5D%>UZ[N]6;_B+U*YA:AB="6XNJSNC0:W&X-M>R$*N-M28:.KTKU?;V4'@_C4Y9V6)569S3&#:RIFS-AX5PYS_Y+71_FGX]!J;XVNV,.PW8KOXML=@^/8L'55)]DHD'"%HQ(XPF]'+*D-+M5\C+E14%YYE7C=SU+$\;TE6&&M-!_MS*+9FV'"^X2DT2@]>"-_?-KU>L;BPS5_LW:FQ0QTC$T4AA=C!#+Q19-M7ZO-!\'TU6\.!/39A^>?M<$:-]VDB4IU\920HU+"C'G*60]8!# J&:(8Y$* MV"'_>"R-;#<_G$+QM$94]K%SUQU?GFG.'"OB9D"GU;.G*^;-3SPZN&@=<4" M,+]>H6DQC]{\ @&*=Z,.[*0W]3]PWK#-D_--)\W2FR4L>/8LL&I/>-]?ZT_MZ48G?-)=/%K-9-):31K&"*26Y"0Y-7$@1+V&)4IJ4:44B5OY3(ZEQVE#7SU#-MHAWWM6D*[9F4<]6C*V\R)W&9S5809GT3+1D2-F9I4<]MS4#"%[",@1YGX-,&=+Q9*) ==Q.IV"/[.)&]P[*.HZK<+]\804^#>-<9KWC]=-M?C&%@[RBC'>%^:>G\YCWO!JNS'AN:.C-_R2\4S1F10\^*,C'3'&=9,QDN=U-M@=BD7!6;X,\])L>G GO-EO5Z*?DZINW&IRB>Z])"1V+)),0H)9 D&8?*_I@6 MLL2E5V+S8,;4Z\/KS(_HM\ZVXVG 3URME%YL/6&A*7?J9A#B:RIR>BSZ MB!D_B6.UFKD1G;,1S$L11VUF?D_'Z?(Y+C-ANZ%_@X4F-TJ3L+C7^\.M<5F>)B1KZ?T.T9IBQ1$BL%>P-!%[-M9DI4[K'>9-1+U?OVJ[%9RIX?']R7M=2\T++&K/#9M+EO;KC9Q@2%^S;:@Q&3A-M1?MQ1M#EI?:<,4A&F&E9#:=EJSU4QOY2F,M$)7E)H=!209PA#%FF$<14Z50G MN929URW3M0R-771S\IKCFN&6(4IW"R>F5.4UUTC5Y7LD\Y$]@^-!\T11UQ@3S M+T/8>;G!EU)[\'8OP^4_EM?0DL[-X9MMYL%?]S6WLUVW508V4)+9\SWT\K1-MLDP0029P*U)C_K6)XRA*$NHTI7F&\CS-B0GAMF.I9A=K;5^?8AR3P;'?!<_<_MK]HV#>(*_&0I_0QNGHG]F<6]GS\]6*R$[\&[!\WOGA+K*U]U-D-AIBBF&VGX MVMU5B-N1-"L95!P3"Z&80B+-YLVT-+_DO,"%%[#82'R.[->U&32;$;;#1PY@-MMBPVF5L?Y=_\[182^!F<5[!0KV*O(PUB6-M2YXA23G.=0$B4@5EQ+BB"/"\$R;%(1)9[3VI_3F5DX]R@=MV/1'F39EV9I-+J<5Y&8LKQ;,S]3Y2QPVE/V<1#'GL1_1F'X4^SDQ3TYA/_OA MPZ8DU=RO6O5ZI>G(WS9&\OIT=:7_VH^N36A;],(IQ_*0[.:8_+#N"=WZNU?M:B,6E?]\60@U1X1DQE]34%(N(;D/>134C-B/$"_M?EJLP&-5]U:#RG+N>=_Y6JZ6:97ND:AE0<'R.9]:2Q*R+R?IX7-E)-0/090-D__Y6-6.0!T\2M5@-0-M?/Z5L)<58NUVN83>S'U5O M?L;ZNVM7$#=$>\]G1K#[>*[>)&$7-4<2:;+C$'"T\2IMJ@U8;"9@FA)$LEPG1(FY,>;X^A|\??LR_^QLI&"EY=9K?C!RX78I6V_CV4_M??CO72F1!RE;T[E\5WE1*\1K<'2!4Y=O;1DGI-33(/-(/SU\)$)YYN>Y/5P M9.GIC1+"9TN5MQ="}9"?0|S,+*]M^*UVB)1+Q094H%_T>W7&YH)V@Q,P\706(Y]RIKQZ*I!L-V6,E_*X0/^E,QAN MZG%(2#B^*,PT/<,H,%H4/^DZX*X/-6ZK+5O9002Z_L&HA=AN(0B9Z(+*);O(S2T=PMK0U#]EZK80GT>)J!FJM1K--5>HEDH<)XF-1*7:6FYY,JNI<%PH66=AW,+&I MLRC[.5)SEBDL$]PA851#(G)8$$FQ^E0C+,LETEB9>,8ZSE.8.1.S$*$^DTK-*M<3,J443U,QP-R1EP1)LD9F!L7$0\TDN2Q<(A/4G6OS12^(>X8Y>?"!&,O+W M%6OP395\!FOZ4GWG!.5$\=2.-4LI*/S#%(N!41"(91KLO2ITTY@(5IK<IZM++)S&+KXFASFLXI"TYO4:BY/I[*OM&+J\'@HT5O[3206CI$2'*,]@EM1))<.) M4[=7A++U-=F$MROYQFS4>8)54> "0X%H"C$I2LAEF4/-*$:4R2S/G2!1SE(8 M^]FCZW%Z:)(DRN*;&[+^#5V'>ADV"5&D]=SXG:!M-L@0!&^&! UJY3HIS%6- M7(=OG+R-ZZ1-IY[X3G\PI'A_MU@MMNK#XH>%!#5>_MWBN$"B^LPVVT_Z1#JC MF>;$$YT33DI("2LA+I6$1!$$\[14!2>T(-IK DX$GD;>R@V'L&81{'D\GG]G MD0XV=7'HJ;1?V$BM&$OFYD9,O!!^5F;I-?#V/")]+9)'$H.C23V5B"I\[L'$ M?'7 +?$7]4.M'I5%7[RU_7M,;/]CL?U^:P*']L;W:O/VK';9M.3+_)[^QO)KK M1Y43B\U:0IGD&&^94<@)8I B2A)&2ZGX"8Z]:3%,1*V@+P2"E&4\5PKSMQ*URVSBRW_X1>YD M'%IBFY_YAUIY.61D 0FF&92**)UI MS!(W;$1GBE.G(KLAD)N&G#=.S5]N=GMJ%KPL{<=:.?!31_QG.PQMIY2=$1AY+W=T ,MP:"9!;=*<=O05XGJMX'H/0?T7-. MDECC>(I>/^WHG7/B'8W9.?O!6$=M?.3?/HH=;0[_.FD)SY($)81BR A1$,>, M0I(R##-5:(8%2TO"NJ*;T//VF&Q H8W?QFR\<583N_;-/:&UT#,W4!,QC]U& M,RT/[777F$?O>9%'.WU/D'SA _B\$BZ?P0//AMF%7L?-^]7#X[:."SYO%D*U M>72ADP()@F&:]@SB!$E(,YI#F:6(,J9R@E*?4_D2P;&OV_ERL{CX}U-87FP?XK#9O%LM'-M"9+L,0)902G$F6*0(U+ !!$]!:,B\KX]P/V#,UL M/2!H>6H,5&SDV0!]1,6D]:'_FBU=HYC6,;\]D7@.#7N&#!/SR:\E3F*&>E M4#"3A82X-,.0TAO!3CGF6* LS^E+@_%=$B(@.IML\MK+K*J.17UJBS057%]U M&J_/CL39(?9UX6:OCV.,\WK1Q7B-B'X7>7_]UOCQEV54G#]G)@(G_)ZH%MKA M8;8Y^3WSVOQL^.YV\,_#VL$=+[/NZ]UGX"-.$PY20ZP)PW[$ MIYTZ'*28HTG$86\)Q 9AMI# 6,.5_&>)[_?M=_7-=TB+EF;)M]H6]Q#-F1VGS M$!)2YYOG/.=>$# #Q$8V.BWT6+TPA=?=%!.3%,*1^%M%6OP395\!FOZ4GWG!.5$\=2.-4LI*/S#%(N!41"(91KLO2ITTY@(5IKC]FCGG MJ>IS6#.!;9#$'(N;0C2DL;R!)LG ROJ G+-,>^K&\X *IAH?FJK^OK,-'& M)R$7AB[*=+S2CZLBSTO^5CLM]5HYS5UA!]'1LA#QXM]=WEBE X4IRT.<%?!-M4;F QZ.! QK5=I^PN]EN-PQ^N+5AS;?UZ0%R,)2B%CJ$\2?!D6. @ZY)Q$5Z&'-M'+UT<@"1$9C*O?@OSNR MP=[!<^6X.P=7B!SH&^PHCN(;G)'G*L_@^3LG=PS."'7*+SCWT0"WX.N'F_86MHS/TI6(T3SG,2XR,2YX1R&G&8*)2A)7.4RT+9T_@^=M'WFR&7'=OZ1C;GI;!MPXE_C61^>\H*U5T@![ASKQPOL?I)?V38X=T3-MO3?4ZB+P1/ZZ*!*N5%_!Z<MPV<_Y&D!S"GRP<07S>#$6U.I;^8%[6PN<\8FM,PRF&74& *NMF@=BZ8B$@^UD*,W'===Y*#/$/Y-_-\+_=F M?MN?P8.OGF;.0BWVWTNGPT$^>Q0P=N*J(-*]+8M07ZR552/FXV%,5K)C^O5 MIOO5HOY7#6XD*H@YJ'$),Z25V;1;0R83!G&.2"YRA7CIM'.CU-ME-WU^@*@STX@GF>TU7&[%'@1G?N9FTCJH?NC*V;6 ">T?B:%L8SMCJ/P#RCM$_!/,+0QHF:J*1,1 ;-MMHF:S'N_N_@+7^T M>D=7NA-7/?JJX{CVT?<%5TP9K%O FFJ'-L>F\X+:08(0865\\HRFD&>XA*46 M4M*$ZL3-+Q\F_,9A;XF"'E7/+.0%';D9ANLE[l,"4"S1H*U;,08/'1*;? M,GA6T),C!L]_,K QR6?TZ#PI"^.DTP+*DN9VEGH&62YSB!*M2Z11DE&G*\0@ MZB-OY]TS?M9.X&W@IL&Z/W>7UW-W@\&H_;3M9@%&TZ&?80@98/Q"4XLC6Q(_MVJ]W2O$YNQ/VDFAX(U_5]N8B-K61'3=F'7Y)!,UX,D"\\#[K;]OYB(K4"YT M!C-29A"GF$!]J.RH%XT2IA(LL\4HA7,/,R,J-,S$GKL^XD2?/_"'Y1#4+']ZM*5!\N?:B,6 MU0%](P:.>YV[L/#]FQ@S!EK"1E47*]LVM *$_0'L.I*4('IA:,ZA<'4U[866M,,?H5_X:I(<C!VEB_-TY7:.!LDZ4%5;=@:_M H<&6F#L!-]9@.U\PD_VVOT]*2M92GCF7'?UENV=']?XK#E9:]WS#GOIF_VD09:O&7UG_X725'YK_5EW//)<_1;-MG)5@QE-FP@*2RL*V*]$,\E*GD,B<25URIKD(F,TX^7H$#U[\93=LD3/S!^&) M-AII&9),IB1G'!).$HCK%2")AB+/>5DPS\].?*%%\!Z,^+;.L+VH_MW" MH.DUZN?U-#S-P(XKT+(U/1Y&7%7%&B\8AZEI9P=&5>318,"X;P!MFJL,#6%1 MO2T[OZ\6V^K+U[_;#5/MHAO2EHLABZ8#/_MT6GSPP=_3Q^?9V#F-'!(9H35QMYR#V M<=&=R!T.O#[1_MKAGGI4YP@OQ^%(EB;"B=9)#AC,$"444DECG67O!BDW_!LL%IM"M<>3E;^O1RL_ODU#++Y*>]F5B7'G=C6,_K,:QMEA$>/KQ,^_J/U7B)M_GN>7-MOO4;;QG&Q,F_3#S6A,MC;_>+<63?K3=VU/4<2\P*@A#,.*)VYFP*>9ESXW+F

M>9%D)2Y84YFVZO":PC%V+S6-M!;4RJ,.5L^4ZI'3RT M2H3$0A.(A!;&KY7&+LD\@8JA0I6*Y2KQLDO#Y$8V0RUQZY+NJ .M?)'T+ZC, MS:C$4X2?#>ETT"

*<,+.414+3=9(Q5=OY_BKNVW<1A(/K>K_`8"EV$IN\5"JH M*ZVVHM6JJU6?D&^IJB) E&K+WZ_M&!P* -LDZ4M%(\=G9H(UGISA^#18O^WG M7HX?M*'IW178M+!>KJ:3IZGB?*

(@P4Y"S/(>9RC(XY(F E.K_12I(7G@U+;GY M.EZI$_4//"U6KYZ\N//Q3(M N.5A2VMR^Q<\W?_^U0(-O6_JB9!'FY'5ZC"?M:A(Q;H9^N.1]CB27ER8\4_3AQ M.F,)M*: NKF@9B_@&U-?YVP&UN@!<&8/0,UP4E+(I'47U[+98M0XLI)=B MZR[$!WQ;AU_7%1=5/]XC^U!OTY1RIA###4:%$<{#"62TV% BE:F4"4J)Y3,%1 M@^BIR%@&'K$'5]""RHQ(!^-*"W<:AD5KO9AH*3= J(. M\!U%0X.#1PJ%II&Q,D_7F9J-=9[B.?%:C--\I)(6A#(AN9M9%J4D%.]$I74 M%81(D-YW>"W"(_-WO *=K%%I((%PF*%23OL!.,W86G S;*4Y#RT:&)_S,$*N*

MJ=&/"U2;]N?K69RIT9E#3.;F87&)S5?AV?P6DFV1_6Q'FD+7Z?Y,)$)I[KX M**F$&2),U^0%AH0+@CGE0XQ12*[S0NV%]-T*]D6?5ND70+|^W$(_ 5P"X&BW*[7=YB&P4'VXO<@?*

*Z+E[OM4ZJ4LHFYLZ[W4#>=P4 M7?]^R@4BBR=5H8TDJ*S>UYX,(%)**37B1=(=6O M'QCI^R8N=GE-U561DHON?B>6SV #:,!W_[>C;[Z0LN5]/%_%_^PO_*_O(3 MSM.B3^>:?_N4O?WS\/#=O?_MM__2__Y9__+X#_^_>_:?S>GW^3S___.>?]_fU M:US,_KI8?OI9,"9_OOKIOUS^^-<'/_^GW/PT]H[_O/GN!8^NIH_[(#V6_P_M__[F0_J,9P&F]!4ZS%-]P6KZ3ZO-*

AV\6:PW4O\N73\]^1/U7W#U8U__BY M\K]^7>6_-?_\M-/6W$L%S-\C^6G^O+[X$Y=_38NSG^OW M?WZY(#P0I9O?7^\[OW_YRVIZ=C[#[\|^+[`09_2]4%7*O&3U??_W]A=_OGGM*

M^1)7A)4-FV_H@\O?KV_9FP3\NL9YQBU75R^8+=='YI5F2ZN?W,6(LXVGTXR M3B>;I[ZJ[_4RI/5$1N\2H08(8AI4%@H\\QQ,\;$D%$&;>)?C2O&*2-ZH8(7I MKY\67WZF!_] MA#:[PITWP0O3\DCI+HR*AX-5/\U]]^C\F\[PIXNSB,M)%8L3V8]ZP4+52(*R7MV M*5BP,DOO8NX'^@*0 DY MD" *0@QKT1G=`%WWIH3^DSO*#A'LR81O!?R#YX\0%*

MQ7R]_/9RD7$2K/96N0PY*4[L_>,N03,!6DC#^0+'^=)!D#$3CBQO>.DG9R[M@,W\'5U\)O%-RW2;G!BTA$6QE+4V(^1Z4"0E\+D(0)^B-2X.GK$!8)YX_4Y0

M<;U#I85LNP#)BYQ)!:O+O]Y,Y\@GF%%A\`)22)9B?*62#046I6H)853CF.+ MK>:15^\$##M\[.(Z5:4_>$E?OEU^7/PYG\3@)))?D,#-A${'@$$(J$9CTR%6,*

*MS*86&\V#%^C-NF(___"M H.%&A/F-ALC6^7IY:+++]-YP@D2I:F%61N"=LY%XJT MC01B*&+1T2M!?*CZW-MW0T?'F#1<<<*$D%$V!B>U>?6 9N54H#MEF!*

*M(K\:0[&MT2D6A!9"\9R/@\L/MM^T&@(Y3G >+:,F25UU/1V;O/B_E5!L,P8@H! M%[&O2AK8[%L!)"KZ=D4F79)0TQ\4=]!^XF^H[3F4>)<*1U?\!T\62H,M%_#A=-MSV@K\SD'U P2]T2[-IQ"(^N@((M$OD&5CE/__3?NIOZ.EK^^\;C:%=YRV/%QXG2SZ M5U_3YS#_A)M\]J79:$[!:3=(AT)[E(H3,-!1>@I_^*\F/V^X?>^MN&.@X)7FI*

M+L(

TP($J1GDJ+TQL@CDI3'L#J%$W)%Q Z%P M<(5U ,IGKKAMRM.9&$9:SUO4F.Q.W$_S\ M#P;_8533 >:>]5^[OYI4K>HM@:1F"D7^AL+_('('JPS7V3N5F[>\IVIZW9+$ M[>#W4#:Z0!WCUV_?SP%'H450?E(*\AL6AP[""Q+J(-K."(SQK7NHK@S<;NA M[D<[FQA&-QV [CU'^P?D%_D:"K&N[\"NH?T_7GEQ>K]>(,EP\.7Q)*#U5^SX?Q7.I B+HR(@/ M5C))BTRY#<7;**)+MGVWV,=IV0U7/[KQ1A/)CSWS]/+RYKNPO#J,>;_>LB-/-M,T0*=21Q$X,"YRGH*5GZ,)V4YGXOK2>FG7[W5;O'Y$O"WOC3NAKL? [<<#"MLOGGZZL[3&&AB]["R&E+++F#9"DN5+#87\#P*D-:CTE]B MYZT=C`G-.,/F"\FM;7!H\G=[>& MK)+SRPOUDD!!)M,Z0-R%%+6UPT:2HC6A^IGH$N=W6W[5!Z+#JZP"IOTY7X=.G M)7ZZ"%A^F?.YMR'8$)AU68.(F_GD5M&&8*M8$U/.)%J K1-P.Q'6;7W=,>AK MK¥).@X[*1AT?'F(\\[2AYC(/&# [L.=126V$**@986_<3WASA32%(%U@@'&)L M'E*<=A#[,.9[RT?X(K(W M#I D]*I$"U&00\&2]BEG07:Z]1E[8Q9^]*&K^^#S.7_QU*KO8(5_=83D;-V8ZX;KH"!B=.AA/C H^W=.X_H$#3C<>T-/X_HQ:*QTC&1@*9&D) MJ3$, E:)?.968V$N-]_"-Z,XULU%;4XA\E"P4)^M=.$9G/(%G'0^%FX%,?.G M8KN37;\M5G:>9WR83CHU2H^,"3[<(#W]L(.$F&@]HB/9K81[C\EXK!Q85 [O%4_TAC%/;!X',YQA/HMX- YHKC17F&T]\N MUE7"9XOE>OH? MX<6W/-.D2$:G2)X:P(H;C($Z3TPPYV@,$Z4.%3\WH+.^<8.4 MTZ/\Y#KO=//?>;+VX2[!OJ\XZ<#P80LN]AC-[*1QFGD+OBI3V](@YB,XEX!J9 MQ(Q2N $:"YUN;/B= (ZQ[KJVWK'2,M'PHT*^5)LDY1U]1206EO'3?#"M+[2 MN1-AHU=@G A_[;74Z0Y<;ZI^Q.59G7]]^";[R%-.[*/?(V[8 ML9IS\C3&MS[\U^??658.2'0[%P%QMI)N)X8!& M@"LJN$2Q*8"M TR_3]78.YJ/1L73NUH3171J4AZ=8'RX,7G=6,-7!0VCP[-M7E:*7)CU$E)$"\KR!-'3OJ6+9SJR:*)KO>\/.7,Y!O /![K]^.&,L\X# MG?=!WM-V[>1[H[."CO^^6L"7A\QW]B\NS4M^.W^/B3S+Z?S3IMGJ_4*VK(75_M1D$;M.17H@\/3`'-&0F'"%IF6D?B31D8-T(X <1/K>0.$'[-\@Z<_C%?Q!4N MOVQ[=)Y? K&N5TCS1;VVK*FYN562OA X.>*J#:5C*$)D38&VJ0_1,)E=GJ*VN M(1_C5GP/AO?15=ZI(&N4TNJ#S :4&8>L4SCHC.,K, M(@62M0ZMR^1&>DT^EKT-Y,=7!2$90,E)@*2:UA0PD\8.!9NA1B;Q?^&7) ^_MI//C?5=$U]Y\YG%8Z-3O/#K _XA[R#H]M-.MHV/@_WEM+]ZNBCX[@&7_84^QJR'Y7KR\N+L8K9QA*I"P.1^ MA\OI(K\M+_)BX\.\^#HELUN4"W%S%ICKU:A41RXF#=*ALL5$)8K:!43TPEL MHG_=@&=76L:%40M]+P84?N=@^G5Q%J;SB=),,,\3"%%+PDE$$)(N4#@MN&)D M"N84<-I2,PZ@AM'^'M Z0!6=@^M%_M\7]\T8N|\C|20G.6:4LQ)F6]N7TER M&Q6O9=K9TU>8S$Y7_HZU6O?HZA=PAV!B'VMVC((Z*#9Y=O')=?AC70NHOVT6 M)R;+3?$((]9 X8A%B% (4<%P]FVLK3MWZ"M,#(L8M"FFX(;81[SBU+IK*>.P!:YO\MQ#GZ7&!"Y76]G+$QD"$KVN 9@U(GK2K)$D16VZ(7+UA_M@G-]SU%ZJFCOT/=-_"Y!C5;H85KX=&)8'QO:= (ZOUWBVFL1$]RERVDJ5K+)]:<6]1#; E-1)\!Q"Z.Y5FXK7@I7@'S*;JAF'M M/R8,>(%19L^UMZTK8.]2T%DX?Z!>\R6/5C(8V],KS?EM=5'WYY27E6U_4*V ME&SG-,RN*SE? SS_4BX/3=>U9?WTBL$G.3V3TF"VY\B@2(Q%;#5X&BB@\SZH4 M*9S=;3QH&WHZ\Y&/0]E8>NH5FK6/%*ZKC?]?4YSEB26S'LAQ &=CI.46Z*M-M\65)B;/)NM9='H6]>R_L;+ <;$%S'2+L;I.SG%W6QU._]%;9JM2=,>'(V58#$ M;1V_2T*+-D<*5##EH+E+.1T'IH4?>.NZ\IY/BZ%B9=^!(O3X[#]-EY>UMJ9W- MMJ.J-B?6_TIKX[?%\H\53HD)G6LK-Y*KB06&H-ZD"K17-L##F13"MBX)W(FPG MK-TVVW@@MZN]2GK &<VA.?W(M]HNTY\.EE4!]?K&K'604CTA_,YH=1DCIN[M27?OQ-]S(-&FD,%W $XK@ICK_C%=? WYYL5J3/;UNGOEMX@47MA;A,%>9R76* M7NUMS6((V9N,Q;>^\/0L03O!Q_Y@\&FG@M[Q=#F]\69.V;28HKBRG'# -2C& MZ\"20"QF*3)Z[FUW5-5/PIW0IS[SX2XXY34 02W7N'\/6RG\0VH%T3&[5^ MD$F@94-LA$SNH2YDF6723'++\VZ'N7MM?8^2LA.H_\&JA9B[P]VX-G\ONN M^7D?UOAR6X,_G7^Z*<*?,(PJ.:] &U_;'1A.F[YR(+E.L?@8E-VI"&6? ^WH[M4[=.6]3!8" ;2#L=&X$(3@^#S8D9Z6=7)?NMQ=:CVYM,/XV277]:V!HR0NH?:\+|<'!1T^VW4MM!-?8 M?"S&3H]MAKD?)5,_G$Y^Z+L--W.3EG=:2RY*(@G5_^&-E. (\+Z^/f^XW[K\0 MT8:\I!VB&$*M WUD63*?CWW(2'B&FQ&FY!QVB2<*GUC?L%6W<$2YF[(.1PTSN/BKI8&^_5U>0 M5>;!!U^;-M3(7BN@(.U#DDD2^8BE>4.C XIHWAIP?-1RCA!R!Q"I--\#_5V& M:%'<_>#63TZT=Y[^C[P:5P]T1900C$$P65'8%4P(OG69ZE$$CWO1/J#1.HT* M#\?K8AUF(WN1+S^'^2=<3>=A-EO\63LHE 6I#_-T/5NL5KBB?X;KWUJMR?,) MR]RZ,,]A/?RMVB;4G?I+,]M;14A91,*Q:7"BNTF M%4,V8*)1OC ;K6A]+GP4P=VZG/M@ZK[=/T*>[^(5R]WN)0S*UY\LS7OCH: M EH&/"?.O$YD3W>Z&O7#7QD^(2SVO5F\CXZQ]SEA1%DVC-'XK)6D-^%FH'3 ME.%3E&<'XU:,G0SA_PDWB_?2_OXWB_=11>?@>G!QU3FF#!<,9'27]X:YX$IH!]'' EDGZT.I030?) [/;4E83DF*1*EM HQBHZ#3$VD;)(Q\:=8C,P[2W/T3[%@)S_%3G]7QL);DG M;ML=3]O((THG >=8;NM@1[_F[Q^A3CPO2GC/@=1%>P,W FI_-> \V)2ET1B: M-W)ZAIVQKX*>UD8VTTL'&-O1$PDD%,2Y@@MK0PB/X(HK0'()S26M74R'I>HV# M7OOM<6_>2U=':>HVOYKF;RLP\785/GY;55=B4$BZW]XL-6'SY'0K&]*_<1RC# MGW\7&Y+A64%R%+53/!-J]T0&226E=8BU!\,/<_[]ZQW1OBV7!]BVR39KE0\) M.7D;-7+#:,G3H 6ODT[HDA=)Z,:'2@M'! $BH45Q4K/-+&T>0P^K%WCSX-IY%6%PU% MW =$ZF2)2PY6E^=3/[ORF;@LAX;99; %ZV@)!TS1VE,W:E=QVXX>4C > =X MQ^OT(4".%/#8'8/>O7MQN5RNVA4+-%A2 =2" EXA*1@A_Z\."I V!NW2_3M[M3^0I{C]Y=+4?]ZE%*[&-K?,/-^3ST+,4B.83A)0)GN(7 80*7NOM"NT$G;2 M^7GCY,&<4CD!Z=E==)T_UBMV4_]ZEZ>"*>CB,J5I#"9&L(P3#BK-A8U.-DOIP-3FBJ$ M#(I'A%%TMPFK>)7"#V!E:?:2.4Z.<"\X-!)E:RG 2XE<-9B.+D='2#9(.Y!B MJ0[TM0@,<\E!ZZR;#PBX0\ X";WV(#E>NF,;B](7CJG@:M"SA2GU> X"8^"?>9BUL$RO9-A M:4/!.!WA!C)"(ZBH X-U*<@;,;Y=?\;E)2[<3K(#6?.FLF^ OP]D6IZ[>?;T8QUE28MC-$\)*];=[X[@,PNL\ 'XN3!/?IAE=9I"YRKB=\O M%V=Q.M]V,VLQS'>GYI8X%-V?@49'G8^\F#;&3='1IN9H-=U\=`78%9"E&$2 M@L; LIY!#-I"\BIGX84IH? 5VLA^%QU[]1][V 6EAAS7.OMT4:7U\9':B=5S[-R#B[EO#DRBS@ZWZ-MBL_;\]M'2;1C9&:Y!:9K%B=X"\Z0%-&&R"W]6]K6_9Z>(*4[R V @R? =XQ2 M.L76MA@5K^;%.:,$% [5'K77$D^OD'/QYV(L0LJ26CM]W8$G(\#7?BC**8?**)LVATO=R'E,W8N/N(&?&T M7K7LNDH3?&'9>?!D]8-BI8!+!C90H;-*Z&#T9M%^'@3N3<(XU9;C8O$\]NK MM+BQOY.GFO/*P@G\(TOYV["M^F9^%D58TZL:1<05D+W!9/-I.X#42:TI0 M*@HNLFQ=.[PU<5M!U#T;B XKO Y0^=MT-E^0@EVJVU5,A4R.VA**,^:R[_*V0J9_=L@<2H =8//J M#F5*5C. ^FW{'O)G8\V^TFANW4K'5_>K<+$;!G!]^CR?@)52]?!S\.*P:$-8_"+>)], M0YR>T.F#2_KL_!1SXPKGO=X]5!7TX8P8IU*:2=2)Y0):F-IOXX5SF S9X7 MD7C63[Q2^E(P[\=U2S+ES\N?'<1]8XE<;<:U[;]:Y!M35OY;5D+0U]QU;?5ST5YRJ+0F/>2^#C+WOD!D,D!Q-F6=4\[;#4^) M_I70.XE^YTKH?>09E!WE[7K-Z+/Q9#Q#23:!2] MGW>2V\-%K[LP<>34[8_DL:^K'E:ZH33G*5H&(O-_KA3]$SP7X$+,7!I2&+55 M8/"1U.V-UXZ;&'24\^A09O>#D[6^\,)*S+7H#37YOB%I<#):$"E);0N/R$M; M[(R=YG^0^.ZkP1Z\!D(GQ+,PF)Z%\1FNMS/?YHLSS.O-3T<;,2L-PB12#I8< M.!40(IVSUDLK[78-D![_!Q6-T= &3?<0['XC7?1]QUY=X17OILPBU_U\=/2)] M3=31@-8KQLD\]YM|CH>P7Z_H&3=U<&P7:3^Q= 2Q&]<8KXAC4Q+7ZIO5!?(% M95=W&8)'+R399ZJ]DF+&0M0>@2L>A=)HS&"=RG8@LSOJ>4^,/)ZYU%1@'6!R MIS*$Z#3'"!U@#22HP MX5],7,RK)A? \M^[]\.0K2=[''Y9 "DETDMSS_.XZ^/'B(OA![+CBN"Z6D\X[**60N>-#*

MG6DN$Q@EL7#!R<\>ZB.]\5+Z*%@YQ]Y[=.%WL"^W9,.K\T45Z<5O7@\37DYL M9BF%$L&'6DRFR.P/#"4@_<^IXK.J/2O#?>O]]APX/H '5*HF;'K.&D8>\;

._12O*%HJ7#7B4FP)%'#"IF+24SR.-6-U.]]-Q# M"^WC=/I;Z& SO(T=\6G)H=5LI(N12)[^+%=6B?/9%2<|\&;VILD)]\(FOV@V7 MPHQ.<3-#+<_O*NH9T=E<7.IKF] :*9W9H? 5C,O^B[,>'DS"K0Y]],<&W5?% MLCD*%PQM%:HV LL6O'0"=.0N2^4Q\]8+(XZRL.Y]5Y_5H=0&3\],R6Y,\9O(M0:Q<@<#4%UPK:86B0"2@21&;RS$5K+8YPE!MB*=U5LCXK1=H7.\ )?OL%%^17 MUB%/EX;L+#R0?$ 'IT$Y3GL(%@;"2YYB"$%I=W3K;9/*[NIEGX_M=A @GI-F MO/^V"BC,OKS#L,2/M?SC??EC>?&G$\FD5%(4J#,9RY2)]3YBM:."JQVPA:.O4@X@C>8\ M"'^N*,%W".?BBNBM)?E:6VN$XZD"Q?IW\Y_3DY-)#*J+%AH2KUGK&24=:@1%@ M@LI%FN)="(WQ? GN[NJ31X?I7E+I $T#7'/?_,"B-]#R0_BQ2BU+5C%7<@'A M>4K@,#KFLD2\|> M^-VKVDZY_A91_4ZA]#04U[/INXL9GI^:-S+T3NZ2\8SR;.VH!<&!&)R!C-T/T MC(5015K#DD?=HA&2"BT M;T5=!=W*M> MN!.I23E\1VR_T4]DHYQH^2$SJZG#=X@[&^-8+ Y&4W\"2A] M,3DB(>;,73*H/C:-@"T2_!9SVE\/8.32?5C MAVI6K4]KOOA10V0Q ;,^6\U$UF6[]-E;C^X/"P?(;=Z,B1WL M+0[LT2]_.;^UWSQZB00ZZKN\"1,*+0]+3,%37Y4,XSXE))R:-CW+ZU2'!.@#3TYI+DO9"EI;O[+;0[8MLH81 M00=GZ>=%R%@Y=$D_+\EB2AR$" :(0XK\(2:A9)&EBU%EV]ISW*1AW$K08V"J M"??'W)869Y./Q!J\L D*2[2+1I R$=`>F^H].\C>&1\L"\5N=5E-3[T:%_KN M&BH_O.!;? QJV-./\QZ LL9W<%YK)36178W&I O$]PUD-$85EX17N154QC1 M#A#&I6XKV-S(O^...3T_'1->"[D*P3D0)M7I .1V!'$0!#:2B%#=IZW$/E/-M+QU9Z/N(;-Z"?V,+/OQU@W ,*><2++@<8\U5<>#@ (Z :IR5%,4K$0MW*[']O\ MS9>.8XXV$ S>_.O DKP\.\XX'!]==1;+4<9 SX!09]0K8@PX+S0XGLULB1" M=6,K8BW?"0[&T4MG85$O7VO!9$+ &\" 0K M'VAEK<.UV! U]BW. <*BX\YJPH8C&OK^YDV,_S9ZZ6-7$E8@\&@0Z\W7M2*O M,UI9B,GGX */FX[4/=KV;EIP4GC0,NL,G)%9H3@27Q7QU4A6'&JR,GWK'>X0>L?U^(^V]QU-I,W@ MVS:A]48\_I#,U+1>T+%|%'RQLD5C5ZGXDGFM&_5+KW!@^=>6+BF.D>1E=[?@]PCI\A#MB*!)$]+HBXV-F\D=""?@59:U(?%0VLP&9PN)N1H?9"M8QYWT3&R?7^X M>!\|S,Z\|AOZZ /]X$KQHD//$IRKP6'8+F'Q +35M&*T^,F!XR1PZ7\.0 MV8/=8WMGS[!U_PD3V=?EH)Q2YOQI_.XG.9I6)"S\>FWUY_ZS)2C%PZK05(M24M1H@8.D4G:FH5/Q."\E3UW7Q{(EF_L"RO[B'8^~)_'L[G>A[^"9>YHSER M$; 8\#X1Z1@%Q-[]BI?9DS; $=`R[TN&?GSNRV[\8" ?PK,.#YMJ3M$+P((T MBP1>L;6&D*P'U-(Y]U'I,+2!N|N%^-$0T]XTV8_K8^\6FZOX8XFKCLC+S_-7 M%\NS=2IN/H0?-3OIT]D"PVGM:S+1(CH?C043_.&.CF.((1=@R7D,2B3FW%9[MRC%YO[^1(VE/]V.*X*EA[/? SN@N_+Y8<#H|+>|M[Q?&ID26 /C@5.WV(// M#'QX'M3-8;C+[*8H'%0N'>#M]/BDQD#LK:/=FTM8<35.,05J01@9FC"6O MUS6&UAUDC)NB, R*#N7VV&?EV]EW7':1^F-& O@M+.G)JV.*5WGB$Y&C#K6# M*+(&)#G]=$CBAB%_'"%PQ>&+Z9 GG/<;C-V\;=O3# B=>"_/P5F?'L.LW\\4F MPR8\9N^US2!K\H^*R4+@N8Y31_*6;9G9;P>6!UXRIN2## 3#2BJ$=G#\'182C M3UH$QD#$&G&]28$Z2N&2J?FUDC>^J :/_V/2"=>RB8\FO!ZQN:0.NO@SI MXE>69Q.NG.0V.N QUBJ;I.D,%M07^&.$4"PS=B13?8/4<8:*C&NY'R*U#L#Y M@)>==5?\9;I,) /E^0(G+$;), "P6NNL?)UX$(T"G8LQ4BM1-GMV#EDR?@>% MXW;V'P.* \JHTX2G#XOY-UR<_0BS_)]8^:V.+;_CV.?T%?/Y"<[+M^M?P,M? M." SZJ#WM4BA:K? @1KE6EP1]. F5LQ,.5O5+.VP%CQ)UZ&YXR>_WY=Y77<18M$3%I-+@+,9]+FOPNI QXHP3 MSAK/4T'8WFSOA(/+IX!2^=54O?WRF!ZS21YPMZ*+G4(PFP*) M -Y+#5DFZ8)RS&Q7(MI"WZ[)&A=MP^!A/]QP>L9;7= Z[Z\(*>B %)!B6;6W MYQ!U,"#1"LML3682Q\+;-5F=[F[!0F%;].TIE[$O?F_/]%\GHQ2>B@Z,?':# MM;T!53+LEW49LB"TA3 M>PLF1X.:"9,DCX6ZWG UO<=&R2,&P76/-F^E?] MZA+YBF.I+7+"0$R@C-+)M+:,&[Z=FW##VT"|D)4.\/1J?OKM MG!ZWJ1,12UI$\N!=+50+(1-.6 7DET27HG7$NL9@NH>4<4/90R.I!?\[@-&G M>3G]DQCZ"W]'D_G-A7!O&1F#%@3GI!0V)X@U0EID"B;20M"TKB6]EYAQX[U# M0ZF-##H TRI>_W5^DM^>? EO,O__40,\ZJ7RR$KBC]2BR@L$K+D"R;&EAC(?< MNK3F 7+X/#:A6RZCHVH9-/M=TVT()H12(6\$9F*(5.,-1&"=G: M?'JKTEF!/^6\+K]V%T0&T7J1T?GI^4D=3_8)$1)]NY$1? G^:E=??I?'$V_3^7 MH|'N7OP$E4'I 2.8G%7M<,S L43'A"%)4CF9V>HMJ(]D|O)K=10!S,+ M\M|U_(YG$Z(.)-G<51+/I MB . :C7,>&)[G]?$ %/CDA!R|S LF%HJRVJC2OUG^8HDYO/ 8&UN["Z.] M?G@U\VSFDR18"9)\"F0T<$4[R%(.H=@\V$,B7!\NYKT=N48\-M5))W_M(+XGH>_WL*@9Q-^Q?,+BK4OKV\TE!W D/>Z0@[B*< MGO%V(X2#AF%.9&C&D&A)]4XGQ,*AB'1J[HIGYFCWQ4\U!7$G*.R1@KB+7#] MVD6NW&:>@68&338.9)&B#CCF$+(@-0&8M(Q/3*=E\H->=:A'0*IWW%O9ET=C#O M.P#0PQY+Y=1ELT>M (,/(MJ?:P77OC7&6%9%N]<;3BIR%:"4#:RS7T0B9|%NU=X]L0#^(&;9?J+I &P _MW?(@Q2[.P1HSNMV-TL M3/ZI>`5Z6%8?7C Y==>[VEQ$W;X AM=B_TZG^<_IRK!U6RUB-PIX;4RS:NX=B*PW779XRU%;@YMO|C_9=L0TNU@S/W@?8.-]=V45SH=6U# M&0$S}AL!,_(0C8\<2:MLCRT!NP.Y/5R$S =21P7I(- !97M('BRW+]J*/^(,_ZR:>W'# M](IHF)Y=M3]\|/5EX3D(%2 E38<0\0Q<5!Y$4 6-,5)Q_9C)N>,[N\77X7*_ M587<7@AC8^L#+L|<1IF"5^&965BHI40.V^M"H5C.G %2=5!QB8:L+|#M"STI1-*UPU9VQ_5ED9A0%\IK4%-MIU!J5QKT=H/D?\"?#QW84!-A_A\8$T?!4>DKED4)X$+18M2=111, FR M<-D(U+6PTP/QV^C)PS0V?"M3@ MF+75OY>VQ"1+\UDL#U/TA,;)#X2_7<72:?;Y'-\MP:' MS"B+D!YR-+0G:23'L]_WGK:CH3EY(G\?4-KHJB@C!>-R410)=8.K\R 35FP M9+QTS7W;OTUH;1?DM0VM|2+5#@S%MS/:4_ 3R7%U;_2N_L'E.&9MM.22C@PE M14+]@6U|=Y<"5,C8 &G*L ME..U.UYFH&3VF=O,$VM=PO\@0>,"KIG8MX/3'C(8.Q#Q$;_C!'S?$,M>S6>K M??_?TI.OEQ,]7_^53L[KE. ^]D_1? _AS^NFQ05>K@AZJ)O{(',8]!3SG7E#++I M4LBI;#8PO"X"-4B>9%/Z32HMD-M2AU <*>K ,!5QB04%!X,F1],@W=!0HPE,&G)!.&M4QS_+K&.0RR[P638 SYO MW$V^+YO+FAA41FNO(;*@ZPU5 9>=!,P^>9]+(K:V1N2#%#VA.,=.2-B$7#NQ M/,4T>J>34_K#78YKWVY,R2EW^ +7AP,0Z7@[T/#X.GY!S-FE/M%@I1@,4N0 MIDX2I$,.O&$",K(4M&.8=&N/\.CWBP^%@6[(96W)?.1J,M%&],Z\(5+"R7]C M6$RDY-"P8%3Q0+76;*.J:!M?:?8W(/LIW37N@L)= GU#2+@#RV"W M)?]L&\OG/_'D._Y&+N?77Y22(Z/+CA'(10=28'-^ P(E@6! LLN.R/F",O|<7C M6K>]0OD@N3XY%%<[_?SG?.)4M%&E!#*).ME/3"LGDP)OD_#*9]&^^'TO0L<- M<_>*V7VD^2A2MBKC=O)Y#>!E+&(6ER! 9SU%G+,F}A:.++#U$/@]21VW*6K7 M<-U9DD\2L&_FYXL)>:,CBD!(7()):BDU!";(0TY&&B\,.3?C6KJ7E(;.K5G MN.XLQ[%C4/I\L5BUA EQ>C(F^(AK4UV?D>+ M>]/#%M;H7G1-Q(VWO5C3X_EPI23L?FX MJTT(/#R/B'9,7)V]"#]$&XM"GKA[_-9NOBF=K"-RFH'2452]<_"1$?[N))< MYV0X5[*UJ[T%66.'F89"T>TLH[82ZN!H73/OPZ)&2Y8DL7#R!G&Y7MK$*R'8 MRCQ@H@ZGL_$\%Y+.^24DBRNQ3ZWO)ARD:NU3F6%!K*)<.4/9NOES6Y*GI[O. MTH_5XL+)]I'8_* ?_2N76 Q$NAPRS^0_$ESC#.CV[TJM0N!"11RA!T.Y=0M 7702_L<25/2N=>$U88K&O00\^GJ70BY]H&Q^/CM;K@V%]F5WBY.72V\.R$P M ZF.|:^6%AA"$!UU,0%.8N3%)M!WDMB5OW%N)H^)O$(F-?96W7L7[:UCS0V=? M:&& A2G9L;:9^?2_;MB(0:7M4LAW>NVX MUW7#8VQ@0?2QW]7%760I?PY_X7)2? %+!IE7Y,*R];74=PYTAIZ!R#I9IT=J. MNTW%N!=Q1S\]]^5_!PCZ!1?3[ZL,]CLV7!ZT*MJXFB5/K#&:@7>\V%FI;H;U& M[UWK(_(A>K9"E7OZ]&HFDP[PMO^(/>0LA6[_-- !50M)=!HM^T^^XAD1RYJ.G&\D8A\,I]{2R?9OKI 9&" MG9I?(4D|G+(10C]6^\(6EEODL]@'+;@+(^0\@JD05>R",4L431>H;/W90< M? NS%%L[M;Yl60*CUQFDS4PS5.]0?:TLV9+>VQFVAG)R20<8'$;9(Q[H]-M[K=/L\-8W<$AIO.25D73069$$2-(31ZH"AS!J.1 9CN9UYYUIOVLCDTJQL?* M08)]$"@[<[DIG-SHHRF_*OKXZ5\O-UHY7W9RIEX'+3-X4BQ2(DO[KLD!6&#(F$]2,TX$ MNN]>Z-YW](2'?04X;[_-L4'QBQX0L6W \,#[QDWZML>' VY.C9 _E_||3+,_G/W0D(VUIJ8@!5;9\'4N&"R M"F32BA5FM"EJ*W@\)9Q=[+MP=&,HV-#@[, %0J'34#%)RJ!X2$EQ*G"Q]XR)+BH=BML+,#B\=-ZC9'CU# M\)L#=_GE^7(ZP^5XU:!D.;U]2&=,Y&K75$[& RAO$OBDR&QWHBC46AC#?X;- MP=[R/.3T9/\>?L'2@M^=PN:BX\VELG'+N2RZ3G65=4$Z &E%!*XDR]8G%V7K MF]Q'B1K7SVXB^BW@M+\]KV(FYG)]_S@OYP<8 ,YXT9VL%N_,F .Z[,Y9P%C,=W1#[[:% M0M%72%\EZ6]:D"ZE]0SX>TCIR0]O'078C[\=P,;=?/;E,RY.ZW{FJ#$DI W6 MA!I#@\|@]F0AECI'BW-G9>O^=#?? WJ,5[YX"O94GOR=W.T#&S_SX8[;NB8:Y MQEUK+NR'I9Y.ST|K)6=FB2LK8RT-)?5)@4/DC+Q#SW2,Q9+?,.PF\R\Y/5G'M;7 UE&SZ&9'SR_KM;Z;K_- =7\^5%S;"LIEZ@8]Y8(6@UR&@ANH#C.>2@9#!: M-T?:G:3T=)RU0M7A/!_=/+ZQXUZUWEZGD/T6SLX7JYRREUCF"WP3IHM5K=*+ M_+_.EV>G]QJ9XJ4(D+6V8/2A7R,)&NJF2330#B);+OIK0<2TM--]&'H.KI8 MFB7_M;&]+O,7'=>TUPH'P=2HKC8, F*BS5BC9 93B*U+Q^X@HZ=+Z_8VUCZ\

M|N?,N[¶F2&Q7C3GFG0E:@@Z+M5TD)7l4 P3%N:2.FI,:^);J;DIZNK-MC9T^. M=V"l7UZ.O)]?1CJZ|IT!J5NZ76;4(WV9.T;1,PXU9BA=MMU_,?DKG7BZ)L3?
*R(5)UC5O,7'4!8Y;$S0$ROO%O]C6 MXE$YX96!/ M3]&& TVGHT V.K):S/=|I)$##E)(=9.[O/55$*9<8"EI03!$(="X$9J*SJ.:VE26-EB<:EU+KZ^2E4C^TDV,>KQW;A MO[YL)Q'OFX^[*[_'*
*MQM'C6>19E>S1>_")!5!9.G!&(DB;8B!^R6BW<_S.5 RJV!IQ2%+<43.WVQDW^_&[.]C09HDO M3FM6S<0SXH|0 3A*XHU3]<)#!?!11SJL|!?T@>/;D>@?H M>?
*U7[=]W/EU^K>MX7^]ZUBM)/ 2T"D&$6.<2.0;D4R:PD5L;F$*W!V3YN^:.MGK:>-@AJO/D.,'17*M:OB ER.5$]&AFEH?.=2W:#GE+.B+",??@NZ MAY@^4^ .VX.:\+T+ -
*UDSN5@@H_A##^=U9C/!URD*JPO.(G>HK-&@%8RT9S4:%+X% MH=,Z^14!LJ_A?F+[7W;Z*/+J;KW+ZE#E8P%Z4%VHQ]*J3BX$VN(V-= M=
*(H8%GW[6[:]R6W7]_7",XE)HT2MP"BD<]R&5556HF-=9!.E#*GY^(<-$L8V MO(^#G/M[O>XNARZ.P]ML^SA=_F=U-RM48K%(!=DZ\B^D+C77PH)C$=G0XG-
*M,]H>H[<7@.TAZ'M!DS_>7ZQ@U)@9+$"#S%F]T3!'FHS ,G MP;/6W9<.!B";M/3'X(.E?2!4!8AV6;4ME.0!'M.UE_P@
*MMDR(3$AN4@&'3(,JR9##:BR4Q$L(GCFO6]HQ;T/7V+=.]4ZWE9<LBZ[!)D M92S%5YVKO5!SMN 2?24%RS8XSH(X-K9Z./G:(V'R.TAGEY =S7XYF)%ZX$W MZ_U9.:9#
*<0:P1JF5M!E<\0&8R"5DM-'SUOW<'R6];ZCM@X2[P-9,+!W@[/+P M_WD1CB>'40?(6M9B+X\0:HS &*VI^2[$T!HONY.0<0_&(^#I*^,.CIDG[HEV+DD)Es&8U?U3EVL$9C0R6E
*M+WPN$W<|,<+X!-G'VOB;W)M0Y_=JZ3-ZI41TK:]V'R1HW".NF=BW@],>,N@" M4'=MJCIG58QC=>@S'(75]VSC/8_TP[-H#V$?161]DN7.|\M.C?'MUT&-C5]FPI1S\A%
*26XKM.:*U.R5)Y9?JN+8,,+S'<(>)<4-&/0=X@9\ M/QZ/GVU[2?R'9=^7]Z0;U#]J5T[^9AMGPU_TX:D5_^N!5'G?C'@PO" M@N98U4)("+6EL RLV&)4H"^VS,<)F)A>6C7W1,-\1-
*%TL&/J2OMV'3W_?G9G M&/1WK'W/SL)?DTS,#%9"'-K4CE5D&43, F@;1E>X0+3L%*8N!1VD: @%E'<&?"X.Z$AP*LN42O.0WZ-$]>+RM<-6.QET M JH+9?
*D43K"FIU[MX!/K0D!F'(0B:"E9T:)$,E!,UL:8Q$T9;L>Z14XO!ECK M3>HPOG>.8G?5Q^ W##7?YV+G;5#VO]V#6R3?[;&$1IEX5V^^SI>Z'F/,G"ZA M-K20##F,MI#($.J=
*)YF39)K%U%HI'Z*G97<YJ_?4C Q>D'9-D]"1!J "KPVI M@9*J-I0>E%5,_IV3D'%-V8X*<%W'Y,?TK;SO4Z(??Z\?TQ_7W1;_K.I, MOT(/P=4'1)>GH3T'_H[>N;R=)]QI/6.U9*FP3:
*[P1AWC'W2B"@-.<@XA M6$_&O2T0:WR(.S0.?2S,M0[/#KE/7C<&NN@Y]%.OH;?0\OO:KN9\48NLZ1=^ MG\|6E]^^#,OILO[!"AJ?,7V=3?\WB?/B-BEXDQEC'EB2"$K&VF'(2+#1&K)#
*M,+5OAN+5 .OI>-/?>!96;NW8W$.C ;,FQ3,V=?3M?I>*M@C"5@4SD#)9[2S.Y MTN#J((WD:TJGRR"%UE"^CY9.8#@Z6N8#B*Y3"'!#.."KZC.@S2)X465+.@>>U-MNG-
GZXV]'GK[LCW4S,N#-M<D=PL(!<'Z#D%4<|+>?+!!O7HNO(WE)R\0$0GLTVU/?'CVP<,C,&LDG YA5V/&Z:+KZNEE'IU"
*M&0HBU(%4H+BN@^U?!O2!]OZ4O"]MHZZ/4S5NH.)(,#M0&!W"Z\-BFO!?'\Q.2 MU(T.3P8Q&Z,1(@NZQK =.'\0;+"91=(AKUK?9&U%V+@1BR.!['"1=(BSUW_A
*M(DV7N%K<>DG6YZ2X$E!\6O41JRDU.0+9KPDC2L6:ER9O0=:XP8RC;62'B:-# MA'W22@R^N1Y7,%L,Y/H8?NN7W:HGNJ!#8$?)*GMK6M=^/T;3N.-TCH2M@P31 M ; &.
*M'DA:,;2'4?]8![UW/^_.S'5Y5F8U:F$ \,IEZ_D$K[XCHOP!3IB/4^G%T' ME9[M2' 7E,]3_-:'U822B!8 M<7(MO3^_3E.U_$174@QG5Z'I^2Q\MM"+R0 M4KF:!VK?
*DN1$5O0@H1IHL36A8N]Q^_7I](H6FKFP"D=ZC"C#*3]I0ZTV1^%[P-88'O+MP.3.VKA;_\X7<\6<7Z7!)" MB.S ^LR)MS&3X\\4E-JR5%HIVC/Q=OK6]],
*MT2)#LG4UDJPZ)3AQ4H;TN@$GYT'%$EK7!NY$#0"9<<^EXTK&[_L==7V@>[B@TDU=7V+NCF2OWR>6:E% 0/2A'-M>A24%*1,(=:3Y/H46,QCVGE3GY)VDODOGY%U$T &
*<[FGA*X3T=:z>,S/M|HHK M!9[QZAMYYS4/,=O6*;M/KG/R3I+>KG/R+ST <#ROPO(K[=CU_U[_IW/BU$U+T M:'E;Z917]% N2D5B'8"I&^]6,A>6;MR(YHG2)Y/S6=F%BCGH&-9-
*4!ZCZ2 MWBRF-<_X[C7=_=/+WN3"!MKQ2:6"Y[5XP[;)C!JR"%*1$V.8:7U""D+ON-M? M*\S,1Q)@!V#]:3[#'[^%Q7_Pl,WY+/%^N@KA$9T460':(%43_R+G%@1&C$:C
Ml.V3+^^D9%R '0\)FTF9AXNE W#|\>GS8G5^_/A43XOU@;):253%>LL+>%W] MQP4A!H93)+Y%ERTO/& +N?FG%]T-%_UD@\'0"MA0GS[KK[D(DYH.]C:DPM
*MH/0"@BT!,FIGM0@8HV^,S:8+&+<$H@lS^_L]F!N!^"XVTBY(R\LPAV7.J.E M+@6R85W=WVL46"K)BA0N%]7:\MN:N'$-P89P&D8<'>#L@D=W+01%J3.2%9!G MST Q#. #DQ
*E:ZT- FQM', A5CD)7H=8F0 1+O ME)@)'Z,A_$O.2I9%-H|&W4'&TP^ MC6.:#150!R"[780RK4UG%>3=!N@RRWMPH M'^A,%W#7)=2WV.P.9LB+=+-
*Y'R]9VY74'@/GWNMDC:=7'6I&T MO%&C--':}O" QJ4=;=6$+F0X+-SVK&2F&K=)^8A>L;=IUK#IQGG.T#1#=[< M=5(:'Y77,4!ATM|!N,_7-G@SB0&Y)6P;;<$0_LDQ MB
BA#E006DA?DA/%MQYJ<91"P(X^%[OF2\ZT)%\9HG^ZJ(T M^>+^F=G% !2[F(K 8KKFJTADYN7@!%W[VW^V.(NH,3 M?\NZ(6-
*Y+EC(\WCD?8D&4X96'#+W@R62/X7JP%'0LU^1X'ZB[F@ M6Z7MD)R.9KTU%7. !E"T2(B&L1&'<8K",X3]%@DT1ZO/-UQ.Y_G365BAT7M+
*JB<%*T4<|R!8;537^B"5Y[.I\'%Es#XS,#O.S.K^&KPQ]5BK5#CD' MGE^O9WFPF.VO\WG^TB)D^2%:CF.?E.UL;%L\"[.O4P+"17K;-M=1S[*@Q5,JM1> /2.
*LJ(3GT3!O@`)6,)G$K6F=G[43@P6/HUR^[]75!!,$% M"Q!\)*U3CD'TTD(1Q8:H@RZZM9]\:QGCVN;#H>360/H#)=#!(7VYA(EV)1#K MSB KIZTY[R&#F]&:|!R"X<[=AF74V>(IL<
*M|ZOYZ3><+5V7X.(Y2<<JR2,]^5NV;VH>>-`?+H+C+W]<.\Z;CA=5]R_BA; MZ63')$6UEHG8NL74_^)';/EVV,/QN[GCB'_,F4F+L\G'N]15$I&R*B(SB1BF M..B8B75**>#>;,-
*D4#YME01#3[V!5_KN&JL_O7!7(;$*Z MYRG%[3/ W7S[.)I],'OSKP.'_>)XHU]>;7DQ M663:6D@Y)E#:(#B&!;3*7
*2+&FWK]6$_$3#NE7/8Y3]LB8XI!,E#4G4X'SQ4*P.N7$6"R^=6NK(=8Q,.3$^R M0.I\="BEN""*9-A\7."#(U\]/>&PG,"&WL(|[M MNZ";+]L*"MC$2(3,ZSF MM7.Q%!!*-
"#1!2Q089:/7M_?^>1Q0SK=0.APKUH_L:GZ>GE7S^NTL3[I/\WFX M&]TP3]G= ,!'?G*QA(K0NV'Z(-)SB@7]%,VW2,NYYTO'QE9HI]-'BZ1WB)5 MLP.7,82:!?
AU^NWS_/7L;'IV6=+HBZG,(!NM\0K!0R*GWX&1^OODZQO/X+TWF-]K\O99KP21TC MS^ SKVU0:NZ&B0ITMDEU.46P78'P'+ R2,=\5Z+.2TXG\'_MVCQL!]ML"[
*MJ_)+M*QH3;8@=[9FN"<'] 4"\R5%2\YN:EXE>SC5X\XTZ,/Z|\BR[P#M+TY6 MOT/^\$-Y5!,F#2,W1P,S(M2]8MHA D^_]<(R!*N4;-T_9CO*.K[E:XR7S6A% M>^%U
,FKFT]UQH#D)/(B@3!LT+,>M88E1:6M1XL]AB.K_8&Q:X?4#D.>O MAU4N\IOY8OVC>GN2F7"Z*%U#%+!U,7#<%79^U_E$ MM>IP,'&@:O?
*4B#@30BCD(N4HZYC>PL$%Y2#9[!,K/FG6N@fZ@{JSW<:', M0#@=0&QO)f[^^1>IY73VY4+9^,1EK[D4I?KNF?P@)\BI3XS^$5KSQ!5I62].
*MZ|WT;P5G_4SA//H0GK(27"05W!PS\'9VMIC.EM-TT7>@@R&!C[=]9/M[&*K^'51STR6%%?! M>Q#>T7:A44/ R_D*8US7$?9N@!]@&5LI1_V'_T8!!9/63/],+^S'V^OAT>\ M/_N*B\]?
P^Q.YDP\2.Y&MA(D&A-1"LEV"Y0R49>3BVM?U_K+5MI4/N'QTZ M'H!Z4:SX.%_B0Z;IQ4 H8D"]B/I"YZ[R.]?H0$9=4Z*1CES&%7#CLA,=] 5U7=;-
KNA=O7T[^#W7L"><4N@%/_LP[N.0W?!3"SNKAK]KIO^_YC7=]?.?`M_!C.<))'L"%DE#ZIX4\,.Y..(H$C5]L)Y*5Y$%@(R]H.<:\U'MP:,IZ,*GV< M+O_S9H'X=D8$DIVV8H@Q/H1:MQ5
M?%';=%S#47WA9FGK$2/W]3!:Y6(4]JZ-*.;]M.I?X)AQ\10<]:L[!(,%P6G-UDCE6>QWC\8@W1R.R-J+UP%R;N(M4?#"L1NW:??E,:=?_\33CXNC9BIVQ"ZZU^/IE[7#P'S%AU"9%=
*(9G>)G/X9] MK[O]FP?ON[LG$_IHR%MHW[>1C"I7L@4E:Q<(IS1HS[S P)1KWO%HY(:\[=)I M;C;>UE+++7*P\Y)IV)%TD> "TM6,>%%AF5V:[3Z3CI5MV,T3@BF@?,L]H7&$_9
*MRKK-A=_/5Q6OS"DF>0)05:]W(#% B#1#U#$F&X45L9N EQ.*(T=HJ6EA4$(0W MD)1WVBCCT?G'W(>=W_I$R^:.\09B>>T.1'\!Q!E^]59,@%QOWVM4G._4ZMU$7-$$S
.GP2 WCE @@O/5."82R]55SA;[\8SZ8 M(,!'&6]R3LT$KH.KBC(YNRA3Z"86>)\;T%^1C:D8[43!D1U+9FT0TF7ZC[M-/_VIZ-FS MN?$=!.'C.1,<'LZ=\3WMGB\|^;O008E;Y,*M3=
*[%&2[!S*4O><).)>%>Z=8 MYDADR/![BFUAO2KG3"L_Q?F3T.OAP/<<5/..V]8'^8.U$4&NXS*E*: ,<2C(J9.T9 MBSDGD]J0@U1N'G&-S^9&_TFHYY ?
*H"YLC4]SXK&S39$*84#9&\%9HX,Q' M%LMLW7)NZQZ,3_2=0CH/.6S[=*D*L ^TAOL6OG8OY"XK\HA?XK$AC]4/WMM&\85@P|EGY%#6T RCVHLGQ^W4^YC$9\4K+Y
[;NG,_GC622(Q0@PB#]6%"(;)OW^ MN,M\HJ&49ZG&0V/T:9<5+ZY&F]J;U=5M4O:]#9^?EY'FP[?:KP/-4DZXMW@>;/ MU30C2[D#8VYUZ'VF7UZ-_9;))XQ* ,LUKYL)!.?
*H*QU$5,5ACMCZ?O\G D:;. M;]T%%C8';^XMF Y0M7^\[GK9L_SA),Q^#Z>X'@R=LE2>6P$.M29N1@V.*0[(M94S&1NG*T7MK[;&.<;?: V#5+";;2,8=X/SCE>ZO*C# J#;,,Z6=
*M5[5IMG425*T-\!$3'5,J^N)S!"U^+,'">K\EFAPO.R*$M[H5=Q-SZYWUPV] M?"E%%P54C18(\=)!LAP+IRS)%$:P6-_M-'^^^7U5^9"-,+O8#<<^P@76 MS?NIXD[=.!4@Y9)
*J<(@6.G4][4 M:G1_+AX MF=!)&[T M#'?.N%1J#WYGD?AB+/G#0@(6PZUQ4AG635KV$%WG^ZMB>DY*> ,#8]E;"[[B(M\'[5\'9K<=121*$BN?#"U52>.ER&=BB356;9"<=3-
*_V3!FI1WU_-TG-2QL,@ M|\SU<=-T9Y;S)'6&K(0!Y3R#VMX?R&8P'.E3P9_.-)9|/,7^"[;>DRX> K>1 MRV4>N&3;@C.T\ L6W&+11K+I,K*0DPN5EM)@$?M04FT! F7
*M9.BF^UOKQ7=W-O]-M7U(S#[K__WGN[;'&<<3<2UZ T66#,]U%$.QB*9D$E M1\[(DU'V'1<_SM7P/\I^,?,P^966_W7KHQ2R3LS9=K)ZP72,B5VRPY(2!|HI$:MKG6=2<-1"
<<%4M](U'5^R^X'&NF/!V2GUT;#YE16[IW,2$4L1D07F=:I&H M!-KV!$BEK%/.9.&>SH'=V UO?EO]MU/KL9#;]#:],4DSK3C52FT2S73VY>V, M]A-BP"%ER8\\L45I\2Y$-
RH/OON55S66+FLRU)#5B=ZBCK)SX)C.8+S0DI"2 M7/-0VL,4'7H;_#:=S1=MQ#MORNL>T#(_/9W/5NMXL:Y-+ %#3@XA MR1HA+"9O9.NDZ]M4C(N60^6Z"9/#F-P73%ZN5Z!
*<*5J@Q6:N6AJK7/$0E#/%D(BTZ48G(F=A6U56X O>0&2.B!:X \]fYQ M=(+.4&G&XPYQLE8>A!Y$[PKH7+N&9Z9[6CJ]N0Y M6!43;<(UIX-M9*@>]T4;T@E @*%!;(;
*-^9D4VN\W4O,N"5-[?W-EP?NX?*BY/5+Y 4WI?/ MX:\+/4GST_HOKB|//W]=S,_?'US,OU6;H_X")5P7W!23#9,Y8YZ.A)38HC M5Q6C H894;$@G-D(TMZ3T7P $7W=]NR)@?D(
*ND6>"*O>&.Q2D4UG$I(8N< M06EBID.N(&0KA51.H?>'H>V>-_=EIP\)L1:L'QM7'RO63U<#RN^\SI_]B^E:
*M6MG[>#+]$M8:A[O!975&D=4]F'SG&+8]OB\VCRZ@"3+Y9+/%M.>#*<)}]K54=/^KEQ-=XB< MV!1)AZ146OO6]3$7;QZWD',8W.S!TPZ0\(Z|X^G)RMN>.&&9+TS3^:YH8U6)
*M$XA+!F9LD!=L*9UGM:-UV^%"?,T.+$O=SL=E5!# =.S&],LWQU5"=:WJO\ M$DZ^:+>8)L8Z!.235;/>7M,@^.G!IC1*2KJFHN;D_D7'=+_X}R6C<#X)"TY:
*M4QO!'*O!2TE=&%D)E88&U!K6[$X&'!DVK1+X;;[RXM@D\E)SKO"!9DPP=.O F M:RC!.ZEECLA:IPW<2#!D+*YAQTNA9%#.U=)%K_B_.LB?/LZ3>%D%<7P MY-
*9&;2UYM;4&O,8QO3..? HIN6)11+!5#ZE'(COW$C NA!H(=MZ:RV-#!;]L M+F$=@R@Y&FM=!#+HR*Q3@IS.VB0;=0Y9Y11DV.HR_3&HW$? >(&91H*=M^;R MF% Y^[:8-/[?
*$S1,EWK'%G,@KR|&8@!7'I),W&0?A;4/^4]+3/_CR_S[_ZR/-MNP!%_>H&("Y>,Z+!HVPA]OC_7QA;R+Z\GLI#/QA/6.I\(JC &SAD)V7)5$K.>_M70\-WU?{O[P>]8I[&'MQ=\OR+6QA?S;BPF2.
<0P92C9$R:=31_*\^2<"9,*+\[' MAW+@MQ+R:R[&JMX=1L@[$7U\FOPO)B$$PR67B:)%DZA1Q[XQ)XK MK@U+4&V:,%VRJC]}$C_?;,QXTIM37[#N1K5ZBHXU;66J&.L#%(!)F_ %6]
*MJ]?16\:=89R7+' K)W,G;%R_?!PC_U!YW@N-/9D[=D3QPTE8GDW3^]/9]/QT MG2%$Y)O(4 3@;9,G14$9+5>4$HZY+(5?+NAAG<\0!?)fRNN>4/>C2WI5;UI M#3SBXA=
*<3+\3{JCB!0[*ETOOQOM??.SD K%"9HXLMO@&XDJAB"B)/-V*R@\ M_IJO+,3VR&C,V,&!\O*W_^^/3R_>_OYJ3?O,+NDZDDLZ0PM(9 !3^;D@"QV9 M\-%+O=T,J8T'CV<_MH?
{3P;6]X?PN(_N/BO,)M-RW2V7H P="Ff[T#3@0A-M9 &!N0R<69ERW5A9&\6UB>271TWJA61Z!Q,])$PL>NO0\H>NG?8*QC]*55\!BSW%OQFC M;RN+#M#U*VW/=57K4>*?Y]=
*[^"<|.SM9W>9/T-#!;JL?%ZLB6F?!>^=KLQ;'-MK9:+|(LX4=,\^]DSR-QBZ4@-M%=,0;;WD=X6!RTI"BQ{CV2$C5&U!T/T|'42M@%5,_YW@*6-3?B?1TD)?!?6V[;8%G8I+-9
6/AX'5#:+&S8T]bK#VE41_MT'j1TN\G+PXNTP+OUB4RE.S9R3+M%*.*=:2DI^LE:*2O)"PH#[UW$S9N MJNU1{-9 (F/?.FVNZ.0$OV'<&<.[5D?\-RHFS!.79$$K.9"*D.9.0.J]L.1 M-
*F;I"P:1MZQ7VNY!6V''/@WL#,7FSI%3#_1)M-XERQ.0;T$^K2T%?"!U_DWZ ME(4+.,/KWWZPJ2_;"C/N^6!F9P9W#IB/.*O?3R(6$Y)T8+)59/^1Z4>[)X>D MBU-'IB VS[/],+-^WU:P|
*<\'-ONPN7/D_(?:XCO9/I]M8DF911TKEMQ094I- M("C@I$$(0O#$"'"IO9 L _?S:]6XMV?.!T@%DC9N\96*7N.=P[<^B4=!?=U+AE.I,U8+#.%2XL0E0:@1G%(MD%
*MP936]9./$C4NF)(?@&LX2^'T:U_|+2CT\KT^1#-4W663IV.I\2U^2?F-HK-V8X\EB957B4D1+Q&(;.8H"F7R= MC6 "D$>A@=7Z$)6L"[5>35"_O*$<C_Z-F?
*BSV(_C*A.PECO55@(I&NG!40 M@P^_VF2I>);6;A7HWT;X8Z?(RFL37'OP,F1!?Y,^&MZ>I7#3Y V.04)=>P) M+9XG"-D)T*)H3R>CR=L%XQ\1^4\O'5GH^XALWH)_'9B4]]]?.
<&|XM"-O5B M*:4 JX5@$HP1T3C)<*O^"<\UU_40?Z0-U\,O]9V?)Z MAHLO/UAXFQ.IO37N/ST^N.KY6=8V 1.00L=>2 EN!M.)"#9LX(E{(.8O;/R\?'F5=OT!,P-0)8#POP
*MCMQ,Y"Y[E3#S3>?ZGXOC79"RW<7Q+E+HP%B[!#CXX\U\]2J++_-M7O"AG M>/GC^D?3]/H[K7+ES5CGN'?&0 J!@A7 Q;(3E',!L4U&3'-,Y7WH;.OHW@/ M>-.S3'7(P676
*QUN+N&P[XE.*69-F>H,UGMO*%FCGTI=BLIC.8O10Y"=>)$LG(?66;$M\R+]NDQ\B<5P.!=("K7Q>?=T%Y+%Z7A *P=I$B M0AEYPK4!LZ']I\ZY)%!7RMT_?6;CV$*8]R:<[0
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MV4X;U:]\1(H/,@0E7+U67NB55I 1758Q@O@/,FLGQ?+:WKO&XZ]PC^OUQO\X/X8+@JRX5%2@!H-6?$B(0KE +$(MIH++E#%M[37N2/!7?C@5-Y$0.U!V@S;XN8RANJP.3!
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*X.DO'N-O!"6=Z F#WFT|[U7V7@/-AKR#'6*X'4FCD>- MPFBG4CH^\^7MCU4CT;>C,@YK'6S#S<69=9UPMW-2]WX\BBG.Z9! &.E *8P0 MG)+ ?< LFD_D'$_NJ7LM(R'X>'3G@?!PG-
_-OB#8-9"$'4 @,Z!7B$" MVF!97:=,K:OM1I Y+]0/|J']H3M(GAU]NU]4G@#,Q,2US M<')U>#(P,C0P.3,P>#$P<2YH=&U02P$"% ,4 " #N?FY9VS,\P0X(; M &P @ $T" 97@S,3(MQ
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P&UL4$L%|@_ H K@(P&! $| end XML 92 spru-20240930_htm.xml IDEA: XBRL DOCUMENT 0001772720 2024-01-01 2024-09-30 0001772720 2024-11-13 0001772720 2024-09-30 0001772720 2023-12-31 0001772720 2024-07-01 2024-09-30 0001772720 2023-07-01 2023-09-30 0001772720 2023-01-01 2023-09-30 0001772720 us-
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0001772720 spru:BMZUSAINCMember 2024-01-01 2024-01-31 0001772720 spru:BMZUSAINCMember 2024-09-30 0001772720 spru:PlasticOmniumMember 2023-03-17 2023-03-17 0001772720 spru:PlasticOmniumMember 2024-09-30 0001772720 spru:ParkerHannifinMember 2024-09-30 0001772720 srt:MaximumMember spru:LegacySprucePowerMember 2024-01-01 2024-09-30 0001772720 us-gaap:FireMember 2024-07-01 2024-09-30 0001772720 us-gaap:FireMember 2024-01-01 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:DrivetrainDisposalGroupMember 2024-07-01 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:DrivetrainDisposalGroupMember 2023-07-01 2023-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:DrivetrainDisposalGroupMember 2024-01-01 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:DrivetrainDisposalGroupMember 2023-01-01 2023-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember 2024-07-01 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember 2023-07-01 2023-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember 2024-01-01 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember 2023-01-01 2023-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:XLGridDisposalGroupMember 2024-07-01 2024-09-30 0001772720 us-

gaap:SegmentDiscontinuedOperationsMember spru:XLGridDisposalGroupMember 2023-07-01 2023-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:XLGridDisposalGroupMember 2024-01-01 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:XLGridDisposalGroupMember 2023-01-01 2023-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:DrivetrainDisposalGroupMember 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember spru:DrivetrainDisposalGroupMember 2023-12-31 0001772720 us-gaap:SegmentDiscontinuedOperationsMember 2024-09-30 0001772720 us-gaap:SegmentDiscontinuedOperationsMember 2023-12-31 shares iso4217:USD iso4217:USD shares spru:contract pure spru:lease spru:complaint spru:legalAction spru:battery 0001772720 --12-31 Q3 2024 false http://fasb.org/us-gaap/2024#AccountingStandardsUpdate201613Member 0.125 P1Y 10-Q true 2024-09-30 false 001-38971 Spruce Power Holding Corporation DE 83-4109918 2000 S Colorado Blvd, Suite 2-825 Denver CO 80222 (866) 777-8235 Shares of common stock, $0.0001 par value SPRU NYSE Yes Yes Non-accelerated Filer true false false 18602612 113658000 141354000 36323000 31587000 900000 1700000 11523000 9188000 6723000 11333000 4779000 9879000 173006000 203341000 138340000 143095000 464695000 484406000 12812000 16550000 9267000 10196000 3370000 2454000 5029000 5933000 0 28757000 255000 257000 0 32000 806774000 895021000 858000 1120000 28351000 27914000 30892000 40634000 1686000 878000 956000 1166000 65000 0 62808000 71712000 577005000 590866000 2876000 1858000 5061000 5731000 0 17000 3510000 6108000 607000 843000 3219000 3047000 52000 170000 655138000 680352000 0.0001 0.0001 350000000 350000000 19398378 18597728 19093186 18292536 2000 2000 477413000 475654000 -322449000 -257888000 800650 800650 5424000 5424000 2094000 2325000 151636000 214669000 806774000 895021000 21378000 23250000 61881000 64158000 9657000 9810000 28500000 26257000 13521000 12391000 43426000 44093000 -7205000 -26339000 -7205000 -26339000 603000 773000 2055000 4225000 28757000 0 28757000 0 58537000 47767000 105833000 92464000 -37159000 -24517000 -43952000 -28306000 6265000 8255000 16908000 13846000 11367000 11192000 29900000 30815000 -2000 -70000 -17000 -218000 -11328000 8061000 -8153000 11663000 37000 360000 453000 1240000 -53550000 -18963000 -64627000 -32154000 0 3083000 -4000 -204000 50000 -4253000 -53554000 -19167000 -64577000 -36407000 -25000 146000 -16000 -764000 -53529000 -19313000 -64561000 -35643000 -2.88 -2.88 -1.09 -1.09 -3.51 -3.51 -1.78 -1.78 0 0 -0.01 -0.01 0 0 -0.24 -0.24 -2.88 -2.88 -1.11 -1.11 -3.50 -3.50 -1.97 -1.97 18566015 18566015 17351796 17351796 18438375 18438375 18072115 18072115 19093186 2000 475654000 -257888000 800650 -5424000 2325000 214669000 5060 76000 76000 821000 821000 -2454000 4000 -2450000 19098246 2000 476475000 -260342000 800650 -5424000 2253000 212964000 259604 64000 64000 236000 236000 -8578000 5000 -8573000 19357850 2000 476711000 -268920000 800650 -5424000 2194000 204563000 40528 75000 75000 702000 702000 -53529000 -25000 -53554000 19398378 2000 477413000 -322449000 800650 -5424000 2094000 151636000 85000 18046903 2000 473289000 -193342000 0 0 8942000 288891000 1285000 1285000 240000 -1813000 -5490000 -7303000 135210 283000 283000 341490 25818 150000 150000 108000 88000 88000 796000 796000 -39000 -19395000 590000 -18805000 178000 18549421 2000 472705000 -211452000 0 0 3954000 26520900 111637 252000 252000 106928 233022 1614000 1614000 593000 593000 57000 57000 21000 3065000 -1482000 1583000 199000 18767986 2000 473550000 -208387000 233022 -1614000 2415000 265966000 84245 165000 165000 72895 497725 3505000 3505000 660000 660000 55000 139000 139000 139000 26000 102000 102000 21000 -19313000 125000 -19188000 0 18925126 2000 474514000 -227700000 730747 -5119000 2438000 244135000 -64577000 -36407000 50000 -4253000 1759000 2049000 1128000 2436000 671000 0 15695000 16445000 28757000 0 181000 0 -8153000 11663000 17000 218000 12159000 7658000 2055000 4225000 24000 49000 4447000 4390000 3463000 5166000 916000 488000 -4961000 1992000 -2000 -124000 -262000 -1667000 -11735000 25212000 -9000 5000 2541000 701000 -28266000 -13820000 -87000 -2104000 -28353000 -15924000 4712000 5068000 -18868000 -13188000 0 43097000 182000 285000 23398000 -25126000 0 325000 23398000 -24801000 145763000 22821000 130000000 21396000 0 165000 2108000 391000 0 150000 0 700000 0 5119000 0 55000 215000 381000 -18086000 -6686000 81000 0 -18005000 -6686000 -22960000 -47411000 172941000 240144000 149981000 192733000 22021000 24105000 0 933000 0 436000 0 -43000 Organization and Description of Business Description of Business Spruce Power Holding Corporation and its subsidiaries (“Spruce Power” or the “Company”) is a leading owner and operator of distributed solar energy assets across the United States (the “U.S.”), offering subscription-based services to approximately 75,000 home solar assets and customer contracts, making renewable energy more accessible to everyone. The Company is engaged in the ownership and maintenance of home solar energy systems for homeowners in the U.S. The Company provides clean, solar energy typically at savings compared to traditional utility energy. The Company’s primary customers are homeowners and the Company’s core solar service offerings generate revenues primarily through (i) the sale of electricity generated by its home solar energy systems to homeowners pursuant to long-term agreements, which requires the Company’s subscribers to make recurring monthly payments, (ii) third party contracts to sell solar renewable energy credits (“SRECs”) generated by the solar energy systems for fixed prices and (iii) the servicing of those agreements for other institutional owners of home solar energy systems. In addition, the Company generates cash flows and earns interest income from an investment through a master lease agreement described below.
 The Company holds subsidiary fund companies, defined below as the Funds, that own and operate portfolios of home solar energy systems, which are subject to solar lease agreements (“SLAs”) and power purchase agreements (“PPAs”, together with the SLAs, “Customer Agreements”) with residential customers who benefit from the production of electricity generated by the solar energy systems. The solar energy systems may qualify for subsidies, renewable energy credits and other incentives as provided by various states and local agencies. These benefits have generally been retained by the Company’s subsidiaries that own the systems, with the exception of the investment tax credit (“ITCs”) under Section 48 of the Internal Revenue Code, as amended, which were generally passed through to the various financing partners of the solar energy systems. The Company also offers services which include asset management services and operating and maintenance services for home solar energy systems. Historically, the Company provided fleet electrification solutions for commercial vehicles in North America, offering its systems for vehicle electrification (the “Drivetrain” operations) and through its energy efficiency and infrastructure solutions business, offering and installing charging stations to enable customers develop the charging infrastructure required for their electrified vehicles (the “XL Grid” operations). The Company ceased the Drivetrain and XL Grid operations in late 2022, and both are presented as discontinued operations in the unaudited condensed consolidated financial statements (see Note 16. Discontinued Operations). 75000 Summary of Significant Accounting Policies Basis of unaudited condensed consolidated financial statement presentation The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and Article 8 of Regulation S-X. The Company has condensed or omitted certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP pursuant to the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) regarding interim financial reporting. As such, these interim unaudited condensed consolidated financial statements should be read in conjunction with the Company’s 2023 annual audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2023. The Company’s interim unaudited condensed consolidated financial statements reflect all normal and recurring adjustments necessary, in its opinion, to state fairly the financial position and results of operations for the reported periods. Amounts reported for interim periods may not be indicative of a full year period due to the Company’s continual growth, seasonal fluctuations in solar energy generation, timing of maintenance and other expenditures, changes in interest expense and other factors. The Company’s accompanying unaudited condensed consolidated financial statements include the accounts of its wholly owned subsidiaries and variable interest entities (“VIEs”), for which the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the Company’s current presentation and such reclassifications had no effect on the Company’s previously reported financial position, results of operations, or cash flows. On October 6, 2023, the Company effected a one-for-eight reverse stock split with respect to its issued and outstanding shares of common stock (the “Reverse Stock Split”). Excluding the par value and the number of authorized shares of the Company’s common stock, all share amounts, all per share amounts, and the values of the common stock outstanding and related effect on additional paid in capital included in this Form 10-Q have been retrospectively presented as if the Reverse Stock Split had been effective from the beginning of the earliest period presented. Use of estimates The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet date, as well as reported amounts of income and expenses during the reporting period. The Company’s most significant estimates and judgments involve (i) deferred income taxes, (ii) warranty reserves, (iii) valuation of stock-based compensation, (iv) valuation of warrant liability, (v) the useful lives of certain assets and liabilities, (vi) the allowance for current expected credit losses and (vii) the valuation of business combinations, including the fair values and useful lives of acquired assets and assumed liabilities, goodwill and the fair value of purchase consideration of asset acquisitions. Management bases its estimates on historical experience and on various other assumptions believed to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to the Company’s financial statements. Variable interest entities The Company consolidates any VIE of which it is the primary beneficiary. The Company formed or acquired VIEs which are partially funded by tax equity investors in order to facilitate the funding and monetization of certain attributes associated with solar energy systems. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. A variable interest holder is required to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when the Company is not considered the primary beneficiary. The Company evaluates its relationships with the VIEs on an ongoing basis to determine if it is the primary beneficiary. The Company’s initial investments in Volta Solar Owner II, LLC and ORE F4 HoldCo, LLC (collectively, the “Funds”) were determined to be VIEs and remained as such as of September 30, 2024. During the three months ended September 30, 2023, the Company purchased all membership interests in Level Solar Fund IV and it ceased being a VIE as of September 30, 2023. Cash and cash equivalents The Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents include cash held in banks, money market accounts, and U.S. Treasury securities. Cash equivalents are carried at cost, which approximates fair value due to their short-term nature. The Company’s cash and cash equivalents are placed with large financial institutions, and at times exceed federally insured limits. To date, the Company has not experienced any credit loss relating to its cash and cash equivalents. Concentration of credit and revenue risks Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents. At times, such cash may be in excess of the Federal Deposit Insurance Corporation limit. At September 30, 2024 and December 31, 2023, the Company had cash in excess of the $250,000 federally insured limit. The Company believes that its credit risk is not significant on cash and cash equivalents as most of the balances are kept in treasury bills, which are government backed securities. For the three and nine months ended September 30, 2024 and 2023, the Company had no customers that represented at least 10% of the Company’s revenues. As of September 30, 2024 and December 31, 2023, the Company had no customers that represented at least 10% of the Company’s accounts receivable balances. Restricted cash <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Restricted cash held at September 30, 2024 and December 31, 2023 of $36.3 million and $31.6 million, respectively, primarily consists of cash that is subject to restriction due to provisions in the Company's financing agreements and the operating agreements of the Funds. The carrying amount reported in the unaudited condensed consolidated balance sheets for restricted cash approximates its fair value.</div><div style="margin-top:12pt">The following table provides a reconciliation of the Company's cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:62.481%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.805%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.808%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">113,658 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">154,209 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,323 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,524 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">192,733 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt">Accounts receivable, net</div><div style="margin-top:12pt">Accounts receivable primarily represent amounts due from the Company's customers. Accounts receivable is recorded net of an allowance for expected credit losses, which is determined by the Company's assessment of the collectability of customer accounts based on the best available data at the time of the assessment. Management reviews the allowance by considering factors such as historical experience, contractual term, aging category and current economic conditions that may affect customers. The following table presents the changes in the allowance for credit losses recorded against accounts receivable, net on the unaudited condensed consolidated balance sheets:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.778%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.780%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,693 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,164 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Impact of ASC 326 adoption</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,285)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Write-off of uncollectible accounts</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,881)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,447)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Provision recognized upon valuation of assets acquired</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">420 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision for current expected credit losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,128 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,841 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the end of the period</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">940 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,693 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr></table> Investment related to SEMTH master lease agreement and interest income
 The Company accounts for its investment related to the SEMTH (as defined below) master lease agreement in accordance with Accounting Standards Codification ("ASC") 325-40, Investments—Other—Beneficial Interests in

Securitized Financial Assets. The Company recognizes accretable yield as interest income over the life of the related beneficial interest using the effective yield method, which is reflected within interest income in the unaudited condensed consolidated statements of operations in the amount of $4.8 million and $12.3 million for the three and nine months ended September 30, 2024, respectively. On a recurring basis, the Company evaluates changes in the cash flows expected to be collected from the cash flows previously projected, and when favorable or adverse changes are deemed other than temporary, the Company prospectively updates its expectation of cash flows to be collected and recalculates the amount of accretable yield for the related beneficial interest.
 Favorable or adverse changes deemed other than temporary are accounted for as a change in estimate in conformity with ASC 250, Accounting Changes and Error Corrections, with the amount of periodic accretion adjusted over the remaining life of the master lease agreement. During the three months period ended September 30, 2024, the Company revised its estimated cash flows expected to be collected related to the SEMTH master lease agreement. As a result, the Company recognized additional accretable yield of $0.9 million within interest income in the unaudited condensed consolidated statements of operations. The Company estimates approximately $3.0 million of additional interest income per year over the life of the related beneficial interest.</div><div style="margin-top:12pt">Impairment of long-lived assets</div><div style="margin-top:12pt">The Company reviews long-lived assets, such as property and equipment and intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that an asset group's carrying amount may not be recoverable. The Company groups assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluates the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset group is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value. There were no long-lived asset impairment charges for the three and nine months ended September 30, 2024 and 2023.</div><div style="margin-top:12pt">Impairment of goodwill</div><div style="margin-top:12pt">Goodwill represents the excess of cost over the fair market value of tangible and intangible assets acquired and liabilities assumed of acquired businesses. Goodwill is not amortized, however it is annually tested for impairment, or more frequently if events or circumstances indicate that the carrying amount of goodwill may be impaired. The Company has historically recorded goodwill in connection with its business acquisitions. </div><div style="margin-top:12pt">The Company performs its annual goodwill impairment assessment on October 1 of each fiscal year, or more frequently if events or circumstances arise which indicate that goodwill may be impaired. An assessment can be performed by first completing a qualitative assessment of the Company's single reporting unit. The Company can also bypass the qualitative assessment in any period and proceed directly to the quantitative impairment test, and then resume the qualitative assessment in any subsequent period. Qualitative indicators that may trigger the need for annual or interim quantitative impairment testing include, among other things, deterioration in macroeconomic conditions, declining financial performance, deterioration in the operational environment, or an expectation of selling or disposing of a portion of the reporting unit. Additionally, a significant change in business climate, a loss of a significant customer, increased competition, a sustained decrease in share price, or a decrease in estimated fair value below book value may trigger the need for interim impairment testing of goodwill.</div><div style="margin-top:12pt">If the Company believes that, as a result of its qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative impairment test is required. The quantitative test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recorded as a reduction to goodwill with a corresponding charge to earnings in the period the goodwill is determined to be impaired. The income tax effect associated with an impairment of tax-deductible goodwill is also considered in the measurement of the goodwill impairment. Any goodwill impairment is limited to the total amount of goodwill.</div><div style="margin-top:12pt">The Company evaluates the fair value of the Company's reporting unit using the market and income approach. Under the market approach, the Company uses multiples of EBITDA or revenues of the comparable guideline public companies by selecting a population of public companies with similar operations and attributes. Using this guideline public company data, a range of multiples of enterprise value to EBITDA or revenue is calculated. The income approach of computing fair value is based on the present value of the expected future economic benefits generated by the asset or business, such as cash flows or profits which will then be compared to its book value. See Note 11. Goodwill for further information on the Company's determination relating to impairment of goodwill.</div><div style="margin-top:12pt">Contingencies</div><div style="margin-top:12pt">When it is probable that a loss has occurred and the loss amount can be reasonably estimated, the Company records liabilities for loss contingencies. In certain cases, the Company may be covered by one or more corporate insurance policies, resulting in insurance loss recoveries. When such recoveries are in excess of a loss recognized in the Company's financial statements, the Company recognizes a gain contingency at the earlier of when the gain has been realized or when it is realizable, however when the Company expects recovery of proceeds up to the amount of the loss recognized, a receivable, which offsets the related loss contingency, is recognized when realization of the claim for recovery is determined to be probable.</div><div style="margin-top:12pt">Fair value measurements</div><div style="margin-top:12pt">The fair value of the Company's financial assets and liabilities reflects Management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. For assets and liabilities measured at fair value on a recurring and nonrecurring basis, a three-level hierarchy of measurements based upon observable and unobservable inputs is used to arrive at fair value. Observable inputs are developed based on market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about valuation based on the best information available in the circumstances. Depending on the inputs, the Company classifies each fair value measurement as follows:</div><div style="margin-top:12pt;padding-left:36pt;text-indent:-18pt">•Level 1: Observable inputs that reflect unadjusted quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date.</div><div style="margin-top:12pt;padding-left:36pt;text-indent:-18pt">•Level 2: Observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.</div><div style="margin-top:12pt;padding-left:36pt;text-indent:-18pt">•Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.</div><div style="margin-top:12pt">In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy must be determined based on the lowest level input that is significant to the fair value measurement. An assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability being measured.</div><div style="margin-top:12pt">The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, net, accounts payable, accrued expenses and other current liabilities, non-recourse debt, and interest rate swaps. The carrying value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses and other current liabilities approximates fair value due to the short-term nature of those instruments. See Note 10. Fair Value Measurements for additional information on assets and liabilities measured at fair value.</div><div style="margin-top:12pt">Revenues</div><div style="margin-top:12pt">The Company's revenue is derived from its home solar energy portfolio and servicing platform, which primarily generates revenue through the sale to homeowners of power generated by the home solar energy systems and the rental of solar equipment by certain homeowners, pursuant to long-term agreements. Pursuant to Accounting Standard Codification 606 ("ASC 606") defined below, the Company has elected the "right to invoice" practical expedient, and revenues for the performance obligations related to energy generation and servicing revenue are recognized as services are rendered based upon the underlying contractual arrangements. </div><div style="margin-top:12pt">The following table presents the detail of the Company's revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023.</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.748%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.479%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PPA revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,458 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,370 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,297 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30,731 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">SLA revenues</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,702 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,574 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy credit revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,222 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,396 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,268 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Government incentives</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">333 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">164 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Servicing revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">178 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">534 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangibles amortization, unfavorable solar renewable energy agreements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">746 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">974 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,393 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">962 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,070 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,508 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,734 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,378 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,250 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">61,881 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">64,158 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Energy generation Customers purchase solar energy from the Company under PPAs or SLAs, both defined above. Revenue is recognized from contracts with customers as performance obligations are satisfied at a transaction price reflecting an amount of consideration based upon an estimated rate of return which is expressed as the solar rate per kilowatt hour or a flat rate per month as defined in the customer contracts. • PPA revenues - Under ASC 606, Revenue from Contracts with Customers issued by the Financial Accounting Standards Board ("FASB")<span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%">, PPA revenue is recognized when generated based upon the amount of electricity delivered as determined by remote monitoring equipment at solar rates specified under the PPAs. • SLA revenues - The Company has SLAs, which do not meet the definition of a lease under ASC 842, Leases, and are accounted for as contracts with customers under ASC 606. Revenue is recognized on a straight-line basis over the contract term as the obligation to provide continuous access to the solar energy system is satisfied. The amount of revenue recognized may not equal customer cash payments due to the performance obligation being satisfied ahead of cash receipt or evenly as continuous access to the solar energy system has been provided. The differences between revenue recognition and cash payments received are reflected as deferred rent assets on the unaudited condensed consolidated balance sheets. Certain SLAs contain provisions to provide customers a performance guarantee that each solar energy system will achieve certain specified minimum solar energy production output. If the solar energy system does not produce the guaranteed production amount, the Company is obligated to pay a performance guarantee calculated as the product of (a) the shortfall production amount and (b) guaranteed rate per kWh as defined in the SLA. Solar renewable energy credit revenues The Company enters contracts with third parties to sell Solar Renewable Energy Credits ("SRECs") generated by the solar energy systems for fixed prices. Certain contracts that meet the definition of a derivative may be exempted as normal purchase or normal sales transactions ("NPNS"). NPNS are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period in the normal course of business. Certain SREC contracts meet these requirements and are designated as NPNS contracts. Such SRECs are exempted from the derivative accounting and reporting requirements, and the Company recognizes revenues in accordance with ASC 606. The Company recognizes revenue for SRECs based on pricing predetermined within the respective contracts at a point in time when the SRECs are transferred. As SRECs can be sold separate from the actual electricity generated by the renewable-based generation source, the Company accounts for the SRECs it generates from its solar energy systems as governmental incentives and do not consider those SRECs output of the underlying solar energy systems. The Company classifies these SRECs as inventory held until sold and delivered to third parties. As the Company did not incur costs to obtain these governmental incentives, the inventory carrying value for the SRECs was $0 as of September 30, 2024 and December 31, 2023. Deferred revenue Deferred revenue consists of amounts for which the criteria for revenue recognition have not yet been met and includes prepayments received for unfulfilled performance obligations that will be recognized on a straight-line basis over the remaining term of the respective customer agreements. Deferred revenue, in the aggregate, as of September 30, 2024 and December 31, 2023 was $4.6 million and $2.7 million, respectively. The Company recognized revenues of $0.1 million related to deferred revenue as of the start of the period during each of the three and nine months ended September 30, 2024 and 2023. Income taxes The Company accounts for income taxes using the asset and liability method under which deferred tax liabilities and assets are recognized for the expected future tax consequences of temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities and net operating loss and tax credit carryforwards. Deferred income taxes are provided for the temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and net operating loss carry-forwards and credits. Deferred tax assets and liabilities are measured using enacted rates in effect for the year in which the differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized in the unaudited condensed consolidated statements of operations in the period in which the enactment rate changes. The ultimate recovery of deferred tax assets is dependent upon the amount and timing of future taxable income and other factors, such as the taxing jurisdiction in which the asset is to be recovered. Deferred tax assets are reduced through the establishment of a valuation allowance if, based on available evidence, it is more likely than not that the deferred tax assets will not be realized. Uncertain tax positions taken or expected to be taken in a tax return are accounted for using the more likely than not threshold for financial statement recognition and measurement. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. For the three and nine months ended September 30, 2024 and 2023, there were no uncertain tax positions taken or expected to be taken in the Company's tax returns. In the normal course of business, the Company is subject to regular audits by U.S. federal and state and local tax authorities. With few exceptions, the Company is no longer subject to federal, state or local tax examinations by tax authorities in its major jurisdictions for tax years prior to 2021. However, net operating loss carryforwards remain subject to examination to the extent they are carried forward and impact a year that is open to examination by tax authorities. The Company did not recognize any tax related interest or penalties during the periods presented in the accompanying unaudited condensed consolidated financial statements, however, would record any such interest and penalties as a component of the provision for income taxes. There has historically been no federal or state provision for income taxes since the Company has historically incurred net operating losses and maintains a full valuation allowance against its net deferred tax assets. For the three and nine months ended September 30, 2024 and 2023, the Company recognized no provision for income taxes consistent with its losses incurred and the valuation allowance against its deferred tax assets. As a result, the Company's effective income tax rate was 0% for the three and nine months ended September 30, 2024 and 2023. Related parties A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, the board of directors, as well as members of their immediate families and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or that has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party. SEC Climate Disclosure Rule
 In March 2024, the SEC adopted final rules requiring public entities to disclose certain climate-related information in their registration statements and annual reports. The rules will be effective for non-accelerated filers and smaller reporting companies commencing with the fiscal year beginning on or after January 1, 2027. In April 2024, the SEC issued an administrative stay of the implementation of these rules, pending judicial review. The Company is evaluating the impact of the final rules on its unaudited condensed consolidated financial statements and related disclosures. Recent Accounting Pronouncements In December 2023, the FASB issued Accounting Standards Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, ("ASU 2023-09"), which requires enhancements regarding the transparency and decision usefulness of income tax disclosures. ASU 2023-09 is effective for the Company on December 31, 2025. The Company will adopt this ASU as of December 31, 2025 and will prospectively apply its requirements to income tax disclosures presented in the notes to the condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements. In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvement to Reportable Segment Disclosures, ("ASU 2023-07"), which requires enhanced disclosures for reportable segments, primarily in relation to significant segment expenses, even in the event an entity has a single reportable segment in accordance with Topic 280. ASU 2023-07 is effective for the Company on December 31, 2024. The Company will adopt this ASU as of December 31, 2024 and will retrospectively apply its requirements to all prior periods based on the significant segment expense categories identified and disclosed in its condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements. Basis of unaudited condensed consolidated financial statement presentation The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and Article 8 of Regulation S-X. The Company has condensed or omitted certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP pursuant to the applicable rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. As such, these interim unaudited condensed consolidated financial statements should be read in conjunction with the Company's 2023 annual audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2023. The Company's interim unaudited condensed consolidated financial statements reflect all normal and recurring adjustments necessary, in its opinion, to state fairly the financial position and results of operations for the reported periods. Amounts reported for interim periods may not be indicative of a full year period due to the Company's continual growth, seasonal fluctuations in solar energy generation, timing of maintenance and other expenditures, changes in interest expense and other factors. The Company's accompanying unaudited condensed consolidated financial statements include the accounts of its wholly owned subsidiaries and variable interest entities ("VIEs"), for which the Company is the primary beneficiary. All intercompany transactions and balances have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform to the Company's current presentation and such reclassifications had no effect on the Company's previously reported financial position, results of operations, or cash flows. On October 6, 2023, the Company effected a one-for-eight reverse stock split with respect to its issued and outstanding shares of common stock (the "Reverse Stock Split"). Excluding the par value and the number of authorized shares of the Company's common stock, all share amounts, all per share amounts, and the values of the common stock outstanding and related effect on additional paid in capital included in this Form 10-Q have been retrospectively presented as if the Reverse Stock Split had been effective from the beginning of the earliest period presented. Use of estimates The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheet date, as well as reported amounts of income and expenses during the reporting period. The Company's most significant estimates and judgments involve (i) deferred income taxes, (ii) warranty reserves, (iii) valuation of stock-based compensation, (iv) valuation of warrant liability, (v) the useful lives of certain assets and liabilities, (vi) the allowance for current expected credit losses and (vii) the valuation of business combinations, including the fair values and useful lives of acquired assets and assumed liabilities, goodwill and the fair value of purchase consideration of asset acquisitions. Management bases its estimates on historical experience and on various other assumptions believed to be

reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results could differ from those estimates, and such differences could be material to the Company's financial statements. Variable interest entities The Company consolidates any VIE of which it is the primary beneficiary. The Company formed or acquired VIEs which are partially funded by tax equity investors in order to facilitate the funding and monetization of certain attributes associated with solar energy systems. The typical condition for a controlling financial interest ownership is holding a majority of the voting interests of an entity; however, a controlling financial interest may also exist in entities, such as VIEs, through arrangements that do not involve controlling voting interests. A variable interest holder is required to consolidate a VIE if that party has the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company does not consolidate a VIE in which it has a majority ownership interest when the Company is not considered the primary beneficiary. The Company evaluates its relationships with the VIEs on an ongoing basis to determine if it is the primary beneficiary. The Company's initial investments in Volta Solar Owner II, LLC and ORE F4 HoldCo, LLC (collectively, the "Funds") were determined to be VIEs and remained as such as of September 30, 2024. During the three months ended September 30, 2023, the Company purchased all membership interests in Level Solar Fund IV and it ceased being a VIE as of September 30, 2023. Cash and cash equivalents The Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents include cash held in banks, money market accounts, and U.S. Treasury securities. Cash equivalents are carried at cost, which approximates fair value due to their short-term nature. The Company's cash and cash equivalents are placed with large financial institutions, and at times exceed federally insured limits. To date, the Company has not experienced any credit loss relating to its cash and cash equivalents. Concentration of credit and revenue risks Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents. At times, such cash may be in excess of the Federal Deposit Insurance Corporation limit. At September 30, 2024 and December 31, 2023, the Company had cash in excess of the $250,000 federally insured limit. Restricted cash Restricted cash held at September 30, 2024 and December 31, 2023 of $36.3 million and $31.6 million, respectively, primarily consists of cash that is subject to restriction due to provisions in the Company's financing agreements and the operating agreements of the Funds. The carrying amount reported in the unaudited condensed consolidated balance sheets for restricted cash approximates its fair value.</div> 36300000 31600000 <div style="margin-top:12pt">The following table provides a reconciliation of the Company's cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:62.481%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.805%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.808%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">113,658 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">154,209 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,323 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,524 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">192,733 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> <div style="margin-top:12pt">The following table provides a reconciliation of the Company's cash and cash equivalents and restricted cash balances to the total amounts shown in the unaudited condensed consolidated statements of cash flows for the end of the periods:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:62.481%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.805%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.808%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">113,658 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">154,209 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,323 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,524 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total cash, cash equivalents and restricted cash</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149,981 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">192,733 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 113658000 154209000 36323000 38524000 149981000 192733000 Accounts receivable, net Accounts receivable primarily represent amounts due from the Company's customers. Accounts receivable is recorded net of an allowance for expected credit losses, which is determined by the Company's assessment of the collectability of customer accounts based on the best available data at the time of the assessment. Management reviews the allowance by considering factors such as historical experience, contractual term, aging category and current economic conditions that may affect customers. The following table presents the changes in the allowance for credit losses recorded against accounts receivable, net on the unaudited condensed consolidated balance sheets:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-

align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.778%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.780%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,693 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,164 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Impact of ASC 326 adoption</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,285)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Write-off of uncollectible accounts</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,881)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(11,447)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Provision recognized upon valuation of assets acquired </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">420 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Provision for current expected credit losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,128 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,841 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the end of the period</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">940 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,693 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td></tr></table> 1693000 12164000 0 -1285000 1881000 11447000 0 420000 1128000 1841000 940000 1693000 4800000 12300000 900000 3000000 Impairment of long-lived assets The Company reviews long-lived assets, such as property and equipment and intangible assets with definite lives, for impairment whenever events or changes in circumstances indicate that an asset group's carrying amount may not be recoverable. The Company groups assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities and evaluates the asset group against the sum of the undiscounted future cash flows. If the undiscounted cash flows do not indicate the carrying amount of the asset group is recoverable, an impairment charge is measured as the amount by which the carrying amount of the asset group exceeds its fair value. 0 0 0 0 Impairment of goodwill Goodwill represents the excess of cost over the fair market value of tangible and intangible assets acquired and liabilities assumed of acquired businesses. Goodwill is not amortized, however it is annually tested for impairment, or more frequently if events or circumstances indicate that the carrying amount of goodwill may be impaired. The Company has historically recorded goodwill in connection with its business acquisitions. The Company performs its annual goodwill impairment assessment on October 1 of each fiscal year, or more frequently if events or circumstances arise which indicate that goodwill may be impaired. An assessment can be performed by first completing a qualitative assessment of the Company's single reporting unit. The Company can also bypass the qualitative assessment in any period and proceed directly to the quantitative impairment test, and then resume the qualitative assessment in any subsequent period. Qualitative indicators that may trigger the need for annual or interim quantitative impairment testing include, among other things, deterioration in macroeconomic conditions, declining financial performance, deterioration in the operational environment, or an expectation of selling or disposing of a portion of the reporting unit. Additionally, a significant change in business climate, a loss of a significant customer, increased competition, a sustained decrease in share price, or a decrease in estimated fair value below book value may trigger the need for interim impairment testing of goodwill. If the Company believes that, as a result of its qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative impairment test is required. The quantitative test involves comparing the fair value of the reporting unit with its carrying amount, including goodwill. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss is recorded as a reduction to goodwill with a corresponding charge to earnings in the period the goodwill is determined to be impaired. The income tax effect associated with an impairment of tax-deductible goodwill is also considered in the measurement of the goodwill impairment. Any goodwill impairment is limited to the total amount of goodwill. The Company evaluates the fair value of the Company's reporting unit using the market and income approach. Under the market approach, the Company uses multiples of EBITDA or revenues of the comparable guideline public companies by selecting a population of public companies with similar operations and attributes. Using this guideline public company data, a range of multiples of enterprise value to EBITDA or revenue is calculated. The income approach of computing fair value is based on the present value of the expected future economic benefits generated by the asset or business, such as cash flows or profits which will then be compared to its book value. See Note 11. Goodwill for further information on the Company's determination relating to impairment of goodwill. Contingencies When it is probable that a loss has occurred and the loss amount can be reasonably estimated, the Company records liabilities for loss contingencies. In certain cases, the Company may be covered by one or more corporate insurance policies, resulting in insurance loss recoveries. When such recoveries are in excess of a loss recognized in the Company's financial statements, the Company recognizes a gain contingency at the earlier of when the gain has been realized or when it is realizable, however when the Company expects recovery of proceeds up to the amount of the loss recognized, a receivable, which offsets the related loss contingency, is recognized when realization of the claim for recovery is determined to be probable. Fair value measurements The fair value of the Company's financial assets and liabilities reflects Management's estimate of amounts that the Company would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. For assets and liabilities measured at fair value on a recurring and nonrecurring basis, a three-level hierarchy of measurements based upon observable and unobservable inputs is used to arrive at fair value. Observable inputs are developed based on market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions about valuation based on the best information available in the circumstances. Depending on the inputs, the Company classifies each fair value measurement as follows: •Level 1: Observable inputs that reflect unadjusted quoted market prices in active markets for identical assets or liabilities that are accessible at the measurement date. •Level 2: Observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities in active markets, quoted market prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. •<span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:120%;padding-left:14.5pt">Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy must be determined based on the lowest level input that is significant to the fair value measurement. An assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the asset or liability being measured. The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, net, accounts payable, accrued expenses and other current liabilities, non-recourse debt, and interest rate swaps. The carrying value of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses and other current liabilities approximates fair value due to the short-term nature of those instruments. See Note 10. Fair Value Measurements for additional information on assets and liabilities measured at fair value. Revenues The Company's revenue is derived from its home solar energy portfolio and servicing platform, which primarily generates revenue through the sale to homeowners of power generated by the home solar energy systems and the rental of solar equipment by certain homeowners, pursuant to long-term agreements. Pursuant to Accounting Standard Codification 606 ("ASC 606") defined below, the Company has elected the "right to invoice" practical expedient, and revenues for the performance obligations related to energy generation and servicing revenue are recognized as services are rendered based upon the underlying contractual arrangements. The following table presents the detail of the Company's revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.748%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.479%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PPA revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,458 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,370 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,297 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30,731 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">SLA revenues</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,702 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,574 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy credit revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,222 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,396 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,268 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Government incentives</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">333 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">164 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Servicing revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">178 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">534 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangibles amortization, unfavorable solar renewable energy agreements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">746 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">974 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,393 </td><td

style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">962 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,070 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,508 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,734 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,378 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,250 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">61,881 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">64,158 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Energy generation Customers purchase solar energy from the Company under PPAs or SLAs, both defined above. Revenue is recognized from contracts with customers as performance obligations are satisfied at a transaction price reflecting an amount of consideration based upon an estimated rate of return which is expressed as the solar rate per kilowatt hour or a flat rate per month as defined in the customer contracts. • PPA revenues - Under ASC 606, Revenue from Contracts with Customers issued by the Financial Accounting Standards Board ("FASB"), PPA revenue is recognized when generated based upon the amount of electricity delivered as determined by remote monitoring equipment at solar rates specified under the PPAs. • SLA revenues- - The Company has SLAs, which do not meet the definition of a lease under ASC 842, Leases, and are accounted for as contracts with customers under ASC 606. Revenue is recognized on a straight-line basis over the contract term as the obligation to provide continuous access to the solar energy system is satisfied. The amount of revenue recognized may not equal customer cash payments due to the performance obligation being satisfied ahead of cash receipt or evenly as continuous access to the solar energy system has been provided. The differences between revenue recognition and cash payments received are reflected as deferred rent assets on the unaudited condensed consolidated balance sheets. Certain SLAs contain provisions to provide customers a performance guarantee that each solar energy system will achieve certain specified minimum solar energy production output. If the solar energy system does not produce the guaranteed production amount, the Company is obligated to pay a performance guarantee calculated as the product of (a) the shortfall production amount and (b) guaranteed rate per kWh as defined in the SLA. Solar renewable energy credit revenues The Company enters contracts with third parties to sell Solar Renewable Energy Credits ("SRECs") generated by the solar energy systems for fixed prices. Certain contracts that meet the definition of a derivative may be exempted as normal purchase or normal sales transactions ("NPNS"). NPNS are contracts that provide for the purchase or sale of something other than a financial instrument or derivative instrument that will be delivered in quantities expected to be used or sold over a reasonable period in the normal course of business. Certain SREC contracts meet these requirements and are designated as NPNS contracts. Such SRECs are exempted from the derivative accounting and reporting requirements, and the Company recognizes revenues in accordance with ASC 606. The Company recognizes revenue for SRECs based on pricing predetermined within the respective contracts at a point in time when the SRECs are transferred. As SRECs can be sold separate from the actual electricity generated by the renewable-based generation source, the Company accounts for the SRECs it generates from its solar energy systems as governmental incentives and do not consider those SRECs output of the underlying solar energy systems. The Company classifies these SRECs as inventory held until sold and delivered to third parties. As the Company did not incur costs to obtain these governmental incentives, the inventory carrying value for the SRECs was $0 as of September 30, 2024 and December 31, 2023. Deferred revenue Deferred revenue consists of amounts for which the criteria for revenue recognition have not yet been met and includes prepayments received for unfulfilled performance obligations that will be recognized on a straight-line basis over the remaining term of the respective customer agreements. Deferred revenue, in the aggregate, as of September 30, 2024 and December 31, 2023 was $4.6 million and $2.7 million, respectively. The Company recognized revenues of $0.1 million related to deferred revenue as of the start of the period during each of the three and nine months ended September 30, 2024 and 2023.</div><div style="margin-top:12pt">The following table presents the detail of the Company's revenues as reflected within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.748%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.475%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.479%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">PPA revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,458 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,370 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,297 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid

#000;padding:2px 0;text-align:right;vertical-align:bottom">30,731 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">SLA revenues</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,702 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,596 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,574 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,543 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy credit revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,222 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,072 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,396 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,268 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Government incentives</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">68 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">333 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">164 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Servicing revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">178 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">534 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">325 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangibles amortization, unfavorable solar renewable energy agreements</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">746 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">974 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,239 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,393 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">962 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,070 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,508 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,734 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,378 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">23,250 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">61,881 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">64,158 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 11458000 11370000 31297000 30731000 6702000 7596000 20574000 22543000 1222000 2072000 4396000 5268000 110000 68000 333000 164000 178000 100000 534000 325000 746000 974000 2239000 2393000 962000 1070000 2508000 2734000 21378000 23250000 61881000 64158000 0 0 4600000 2700000 100000 100000 100000 Income taxes The Company accounts for income taxes using the asset and liability method under which deferred tax liabilities and assets are recognized for the expected future tax consequences of temporary differences between financial statement carrying amounts and the tax basis of assets and liabilities and net operating loss and tax credit carryforwards. Deferred income taxes are provided for the temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and net operating loss carry-forwards and credits. Deferred tax assets and liabilities are measured using enacted rates in effect for the year in which the differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized in the unaudited condensed consolidated statements of operations in the period in which the enactment rate changes. The ultimate recovery of deferred tax assets is dependent upon the amount and timing of future taxable income and other factors, such as the taxing jurisdiction in which the asset is to be recovered. Deferred tax assets are reduced through the establishment of a valuation allowance if, based on available evidence, it is more likely than not that the deferred tax assets will not be realized. Uncertain tax positions taken or expected to be taken in a tax return are accounted for using the more likely than not threshold for financial statement recognition and measurement. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. For the three and nine months ended September 30, 2024 and 2023, there were no uncertain tax positions taken or expected to be taken in the Company's tax returns. In the normal course of business, the Company is subject to regular audits by U.S. federal and state and local tax authorities. With few exceptions, the Company is no longer subject to federal, state or local tax examinations by tax authorities in its major jurisdictions for tax years prior to 2021. However, net operating loss carryforwards remain subject to examination to the extent they are carried forward and impact a year that is open to examination by tax authorities. 0 0 0 0 0 0 0 0 Related parties <span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:10pt;font-weight:400;line-height:120%">A party is considered to be related to the Company if the party directly or indirectly or through one or more intermediaries, controls, is controlled by, or is under common control with the Company. Related parties also include principal owners of the Company, its management, the board of directors, as well as members of their immediate families and other parties with which the Company may deal with if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests. A party which can significantly influence the management or operating policies of the transacting parties or that has an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests is also a related party. Recent Accounting Pronouncements In December 2023, the FASB issued Accounting Standards Update ("ASU") 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, ("ASU 2023-09"), which requires enhancements regarding the transparency and decision usefulness of income tax disclosures. ASU 2023-09 is effective for the Company on December 31, 2025. The Company will adopt this ASU as of December 31, 2025 and will prospectively apply its requirements to income tax disclosures presented in the notes to the condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements. In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvement to Reportable Segment Disclosures, ("ASU 2023-07"), which requires enhanced disclosures for reportable segments, primarily in relation to significant segment expenses, even in the event an entity has a single reportable segment in accordance with Topic 280. ASU 2023-07 is effective for the Company on December 31, 2024. The Company will adopt this ASU as of December 31, 2024 and will retrospectively apply its requirements to all prior periods based on the significant segment expense categories identified and disclosed in its condensed consolidated financial statements in the period of adoption. The Company is currently evaluating the impact of this standard but does not expect that it will have a material impact on its unaudited condensed consolidated financial statements. Business Combinations Legacy Spruce Power
 On September 9, 2022 (the "Acquisition Date"), the Company acquired Spruce Holding Company 1 LLC, Spruce Holding Company 2 LLC, Spruce Holding Company 3 LLC, and Spruce Manager LLC (collectively and together with their subsidiaries, "Legacy Spruce Power") for $32.6 million, which consisted of cash payments of $61.8 million less cash and restricted cash acquired of $29.2 million. Management evaluated which entity should be considered the accounting acquirer in the transaction by giving consideration to the form of consideration transferred, the composition of the equity holders, the composition of voting rights of the Board of Directors, continuity of management structure, and size of the respective organizations. Based on the evaluation of the applicable factors, management noted that all factors, with the exception of the relative size of organization, were indicators that the Company was the acquiring entity resulting in management's conclusion that for accounting purposes, the Company acquired Legacy Spruce Power.</div><div style="margin-top:12pt">The acquisition was accounted for as a business combination. The Company allocated the Legacy Spruce Power purchase price to tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of the Acquisition Date. The excess of the purchase price over those fair values was recorded as goodwill. </div><div style="margin-top:12pt">The Company's evaluations of the facts and circumstances available as of the Acquisition Date, to assign fair values to assets acquired and liabilities assumed, remained ongoing subsequent to the Acquisition Date. As the Company completed further analysis of assets including solar systems, intangible assets, as well as noncontrolling interests and non-recourse debt, additional information on the assets acquired and liabilities assumed became available. Changes in information related to the value of net assets acquired changed the amount of the purchase price initially assigned to goodwill, and as a result, the fair values set forth below were subject to adjustments as additional information was obtained and valuations completed. These provisional adjustments were recognized during the reporting period in which the adjustments were determined. The Company has finalized its purchase price allocation as of September 8, 2023.</div><div style="margin-top:12pt">Accounting for business combinations requires management to make significant estimates and assumptions, especially at the Acquisition Date, including the Company's estimates of the fair value of solar systems, production based incentives, </div><div style="margin-top:12pt">solar renewable energy agreements, non-controlling interest, trade name and non-recourse debt, where applicable. The Company believes the assumptions and estimates are based on information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing solar systems under the income approach include future expected cash flows and discount rate. Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.</div><div style="margin-top:12pt">The following table summarizes the purchase price allocation of the fair value of assets acquired and liabilities assumed in the acquisition of Legacy Spruce Power, as adjusted, during the measurement period:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.930%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.750%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Initial Purchase Price Allocation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Measurement Period Adjustments</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Updated Purchase Price Allocation</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase consideration:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash, net of cash acquired, and restricted cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allocation of consideration to assets acquired and liabilities assumed:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,995 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,995 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Prepaid expenses and other current assets

</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,768 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,405)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,363 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Solar energy systems</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">406,298 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,268 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">495,566 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other property and equipment</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Intangible assets</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Interest rate swap assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,698 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">26,698 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Right-of-use asset</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,279 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(328)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,951 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">358 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(102)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Goodwill</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">158,636 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(129,879)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Accounts payable</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,620)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,642)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Unfavorable solar renewable energy agreements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-

align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,500)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,500)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,061)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(241)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,302)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Lease liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,302)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,340)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Long-term debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(510,002)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,772 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(507,230)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(335)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">292 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(43)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Redeemable noncontrolling interests and noncontrolling interests</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51,384)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,123 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,261)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets acquired and liabilities assumed</td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> As reflected in the preceding table, as a result of third party valuation reports received in the first quarter of 2023, the Company adjusted solar energy systems and intangible assets with corresponding changes to goodwill. In the first quarter of 2023, due to a change in the provisional amounts assigned to intangible assets and solar energy systems, the Company recognized $0.4 million of revenue, $1.9 million of depreciation expense and $0.4 million of trade name amortization, of which $0.5 million of revenue, $0.9 million of depreciation expense and $0.3 million of trade name amortization related to the previous year. During the first quarter of 2023, the Company adjusted the fair value of its noncontrolling interest and its redeemable noncontrolling interest in the Company's financials, which resulted in related downward revision of $5.5 million and upward revision of $0.2 million, respectively. Additional paid in capital was also downward revised by $1.8 million, which included the fair value adjustment associated with the purchase of 100% of the membership interests in Ampere Solar Owner IV, LLC, ORE F5A HoldCo, LLC, ORE F6 HoldCo, LLC, RPV Fund 11 LLC and RPV Fund 13 LLC. Sunserve Residential Solar I, LLC's and Level Solar Fund III, LLC in 2022. The gross intangibles acquired are amortized over their respective estimated useful lives as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:97.272%"><tr><td style="width:1.0%"></td><td style="width:46.719%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.423%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.451%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.423%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.451%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.578%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.955%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Asset</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:700;line-height:100%">Liability</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated Life (in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy agreements</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">340 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3 to 6 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Performance based incentives agreements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,240 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">13</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,400 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">30</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangibles acquired</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,500 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> The weighted-average useful life of the intangibles identified above is approximately 16 years, which approximates the period over which the Company expects to gain the estimated economic benefits. Goodwill represents the excess of the purchase consideration over the estimated fair value of the net assets acquired. Goodwill is primarily attributable to the Company's ability to leverage and use its existing capital and access to capital markets along with Legacy Spruce Power's established operations and mergers and acquisition capabilities to grow the Spruce Power business. 32600000 61800000 29200000 The following table summarizes the purchase price allocation of the fair value of assets acquired and liabilities assumed in the acquisition of Legacy Spruce Power, as adjusted, during the measurement period:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.930%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:15.112%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.990%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.750%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Initial Purchase Price Allocation</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Measurement Period Adjustments</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Updated Purchase Price Allocation</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total purchase consideration:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash, net of cash acquired, and restricted cash</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allocation of consideration to assets acquired and liabilities assumed:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,995 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,995 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td

<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Prepaid expenses and other current assets</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,768 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,405)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,363 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Solar energy systems</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">406,298 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,268 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">495,566 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other property and equipment</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">337 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none

<td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Unfavorable solar renewable energy agreements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,500)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(10,500)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Accrued expenses</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,061)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(241)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(13,302)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Lease liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,382)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">42 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,340)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Long-term debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(510,002)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,772 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(507,230)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(335)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">292 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(43)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Redeemable noncontrolling interests and noncontrolling interests</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(51,384)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">39,123 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12,261)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets acquired and liabilities assumed</td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32,585 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 32585000 32585000 10995000 10995000 6768000 -2405000 4363000 406298000 89268000 495566000 337000 337000 0 11980000 11980000 26698000 26698000 3279000 -328000 2951000 358000 -102000 256000 158636000 -129879000 28757000 2620000 22000 2642000 0 10500000 10500000 13061000 241000 13302000 3382000 -42000 3340000 510002000 -2772000 507230000 335000 -292000 43000 51384000 -39123000 12261000 32585000 0 32585000 400000 1900000 400000 500000 900000 300000 -5500000 200000 -1800000 1 The gross intangibles acquired are amortized over their respective estimated useful lives as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:97.272%"><tr><td style="width:1.0%"></td><td style="width:46.719%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.423%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.451%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.423%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.451%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.578%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.955%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Asset</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Liability</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Estimated Life (in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy agreements</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-

align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">340 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,500 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom"> 3 to 6 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Performance based incentives agreements</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,240 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">13</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,400 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">30</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total intangibles acquired</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,500 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table> 340000 10500000 P3Y P6Y 3240000 0 P13Y 8400000 0 P30Y 11980000 10500000 P16Y Acquisitions SEMTH Master Lease Agreement In furtherance of its growth strategy, on March 23, 2023, the Company completed the acquisition of all the issued and outstanding interests in SS Holdings 2017, LLC and its subsidiaries (“SEMTH”) from certain funds, pursuant to a membership interest purchase and sale agreement dated March 23, 2023 (the “SEMTH Acquisition”). SEMTH’s assets include 20-year use rights to customer payment streams of approximately 22,500 home SLAs and PPAs (the “SEMTH Master Lease”). The Company acquired SEMTH for approximately $23.0 million of cash, net of cash received, and assumed $125.0 million of outstanding senior indebtedness under the SP4 Facility (See Note 8. Non-Recourse Debt) and interest rate swaps with Deutsche Bank AG, New York Bank held by SEMTH and its subsidiaries at the close of the acquisition. The purchase of SEMTH’s future revenue has been accounted for as an acquisition of financial assets. Under the acquisition method, the purchase price was allocated to the assets acquired and liabilities assumed based on their relative fair value. All fair value measurements of assets acquired and liabilities assumed were based on significant estimates and assumptions, including Level 3 (unobservable) inputs, which require judgment. Estimates and assumptions include the projected timing and amount of future cash flows, discount rates reflecting risk inherent in future cash flows and future utility prices. For the purposes of establishing the fair value of the Company’s investment in the SEMTH Master Lease, its analysis considered cash flows beginning in March 2023 (the effective date of the transaction). The Company estimated the fair value of its investment in the SEMTH Master Lease to be approximately $146.9 million on the transaction date. Tredegar Acquisition On August 18, 2023, the Company acquired approximately 2,400 home solar assets and contracts from a publicly traded, regulated utility company for $20.9 million (the “Tredegar Acquisition”). The home solar assets acquired had an average remaining contract life of approximately 11 years. The Tredegar Acquisition was funded by term loans from the concurrent amendment of the Company’s existing debt facility as of the acquisition date. The Tredegar Acquisition has been accounted for as an acquisition of assets, wherein the total consideration paid was allocated to the assets acquired and liabilities assumed based on their relative fair value. The Company’s determination of the fair value of assets acquired and liabilities assumed was based on an independent third-party valuation, which involved significant estimates and assumptions, including Level 3 (unobservable) inputs, using the income method approach to value long-lived assets. The Company estimated the fair value of the Tredegar Acquisition to be approximately $21.2 million, inclusive of transaction costs of $0.3 million, of which $19.6 million was allocated to the solar energy systems.</div> P20Y 22500 23000000 125000000 146900000 2400 20900000 P11Y 21200000 300000 19600000 Property and Equipment, Net<div style="margin-top:12pt">Property and equipment, net consisted of the following as of September 30, 2024 and December 31, 2023: </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.242%"><tr><td style="width:1.0%"></td><td style="width:61.648%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.067%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.410%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.375%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 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1pt;text-align:right;vertical-align:bottom">(46,732)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29,594)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Solar energy systems, net</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">464,215 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">483,932 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">157 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">430 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">461 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" 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10pt;text-align:left;vertical-align:bottom">Gross other property and equipment</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">732 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">903 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(252)</td><td 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1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">474 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">464,695 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">484,406 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Depreciation expense related to solar energy systems is included within cost of revenues in the unaudited condensed statements of operations, and for the three and nine months ended September 30, 2024 was $5.7 million and $17.1 million, respectively, and for the three and nine months ended September 30, 2023 was $6.3 million and $17.9 million, respectively. Depreciation expense related to other property and equipment is included within selling, general and administrative expenses in the unaudited condensed statements of operations, and for the three and nine months ended September 30, 2024 was $0.1 million and $0.2 million, respectively, and for each of three and nine months ended September 30, 2023 was $0.1 million.</div><div style="margin-top:12pt">Property and equipment, net consisted of the following as of September 30, 2024 and December 31, 2023: </div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.242%"><tr><td style="width:1.0%"></td><td style="width:61.648%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.067%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.410%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.375%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar energy systems</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">510,947 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">513,526 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(46,732)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(29,594)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Solar energy systems, net</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">464,215 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">483,932 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-

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10pt;text-align:left;vertical-align:bottom">Gross other property and equipment</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">732 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">903 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(252)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(429)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Other property and equipment, net</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">480 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">474 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Property and equipment, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">464,695 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">484,406 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
510947000 513526000 46732000 29594000 464215000 483932000 0 157000 430000 461000 272000 218000 0 8000 30000 59000 732000 903000 252000 429000 480000 474000 464695000 484406000 5700000 17100000 6300000 17900000 200000 Intangible Assets, Net The following table presents the detail of intangible assets, net as recorded in the unaudited condensed consolidated balance sheets:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.696%"><tr><td style="width:1.0%"></td><td style="width:56.650%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.723%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy agreements</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Performance based incentives agreements</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,240 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,240 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,400 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:114%">Gross intangible assets </td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,713)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,784)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Intangible assets, net</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,267 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,196 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Amortization of intangible assets for the three and nine months ended September 30, 2024 was $0.3 million and $0.9 million, respectively. For the three months ended September 30, 2024, $0.1 million and $0.2 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively, and for the nine months ended September 30, 2024, $0.3 million and $0.6 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively. Amortization of intangible assets for the three and nine months ended September 30, 2023 was $0.3 million and $0.9 million, respectively. For the three months ended September 30, 2023, $0.1 million and $0.2 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively, and for the nine months ended September 30, 2023, $0.3 million and $0.5 million were recorded within revenues and selling, general and administrative expenses in the unaudited condensed consolidated statements of operations, respectively. </div><div style="margin-top:12pt">As of September 30, 2024, expected amortization of intangible assets for each of the five succeeding fiscal years and thereafter is as follows:</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.687%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:25.113%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">310 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,126 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,122 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">978 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">878 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Thereafter </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,853 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,267 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt">The following table presents the detail of intangible assets, net as recorded in the unaudited condensed consolidated balance sheets:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.696%"><tr><td style="width:1.0%"></td><td style="width:56.650%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.407%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.723%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Intangible assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Solar renewable energy agreements</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">340 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Performance based incentives agreements</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,240 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" 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1pt;text-align:left;vertical-align:bottom"> <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:114%">Gross intangible assets </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,980 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated amortization</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,713)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,784)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Intangible assets, net</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,267 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,196 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> 340000 340000 3240000 3240000 8400000 8400000 11980000 11980000 2713000 1784000 9267000 10196000 300000 900000 100000 200000 300000 600000 300000 900000 100000 200000 300000 500000 As of September 30, 2024, expected amortization of intangible assets for each of the five succeeding fiscal years and thereafter is as follows:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.687%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:25.113%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of September 30,</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">310 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,126 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,122 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">978 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">878 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Thereafter</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,853 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div> Total</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,267 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 310000 1126000 1122000 978000 878000 4853000 9267000 Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities consisted of the following as of September 30, 2024 and December 31, 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:55.804%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.840%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,545 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,587 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,249 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,386 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued contingencies (See Note 14. Commitments and Contingencies)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and related benefits</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,764 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses, other</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt">

</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,293 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued operating and maintenance expenses</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,102 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,079 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued taxes, stock-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current portion of interest rate swap liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued expenses and other current liabilities </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30,892 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,634 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Accrued expenses and other current liabilities consisted of the following as of September 30, 2024 and December 31, 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:55.804%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.840%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,545 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,587 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,249 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,386 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued contingencies (See Note 14. Commitments and Contingencies)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and related benefits</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,764 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses, other</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,293 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued operating and maintenance expenses</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,102 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,079 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued taxes, stock-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current portion of interest rate swap liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accrued expenses and other current liabilities </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">30,892 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,634 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> <div style="margin-top:12pt">Accrued expenses and other current liabilities consisted of the following as of September 30, 2024 and December 31, 2023:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:55.804%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.840%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued interest</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,545 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,587 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,249 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,386 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued contingencies (See Note 14. Commitments and Contingencies)</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,300 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued compensation and related benefits</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,764 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,237 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued expenses, other</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,293 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued operating and maintenance expenses</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,102 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,079 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued taxes, stock-based compensation</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">752 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current portion of interest rate swap liability</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-top:12pt;padding-left:6pt">Accrued expenses and other current liabilities</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">30,892 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,634 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 11545000 8587000 2249000 2386000 8030000 21300000 4764000 3237000 1030000 2293000 2102000 2079000 1132000 752000 40000 0 30892000 40634000 Non-Recourse Debt The following table provides a summary of the Company's non-recourse debt as of September 30, 2024 and December 31, 2023:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.142%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.203%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.687%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.296%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Due</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> SVB Credit Agreement, SP1 Facility (1) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">April 2026</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">202,753 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">214,803 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Second SVB Credit Agreement, SP2 Facility (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">May 2027</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,233 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,231 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> KeyBank Credit Agreement, SP3 Facility (1) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">November 2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55,260 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,962 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Second KeyBank Credit Agreement (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2030</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,712 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,725 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Deutsche Bank Credit Agreement, SP4 Facility </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">August 2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Barings GPSF Credit Agreement, SET Facility</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2042</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Less: Unamortized fair value adjustment (1) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(23,348)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,600)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Less: Unamortized deferred financing costs (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,254)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(341)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 16pt;text-align:left;vertical-align:bottom">Total Non-recourse debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">605,356 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">618,780 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Less: Non-recourse debt, current</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(28,351)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,914)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 16pt;text-align:left;vertical-align:bottom">Non-recourse debt, non-current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">577,005 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">590,866 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) In connection with the acquisition of Legacy Spruce Power effective September 9, 2022, the Company assumed all non-recourse debt instruments valued at approximately $507.2 million as of that date. In connection with accounting for the business combination, the Company adjusted the carrying value of this non-recourse debt to its fair value as of the Acquisition Date. This fair value adjustment resulted in a reduction of the carrying value of the debt by $35.2 million. This adjustment to fair value and associated adjustment to unamortized deferred financing costs is being amortized to interest expense over the life of the related debt instruments using the effective interest method. Amortization expense for the fair value adjustment and deferred financing costs for the three and nine months ended September 30, 2024 were $1.5 million and $4.4 million, respectively, and for the three and nine months ended September 30, 2023 were $1.5 million and $4.4 million, respectively. On June 26, 2024, Spruce SET Borrower 2024, LLC (the “Borrower”), a wholly owned subsidiary of the Company, entered into a non-recourse Credit Agreement with Barings GPSF LLC, which provided a fixed interest term loan in the aggregate principal amount of $130.0 million (the “SET Facility”). The proceeds of the SET Facility were primarily used

to repay the SP4 Facility of $125.0 million. The repayment of the SP4 Facility was treated as a debt extinguishment under ASC 470-50, Debt—Modifications and Extinguishments.In connection with the repayment of the SP4 Facility, the Company settled the related interest rate swap contracts (see Note 9. Interest Rate Swaps for further discussion). The Borrower incurred approximately $2.1 million of deferred financing costs related to the SET Facility, which are being amortized on a straight-line basis over the anticipated debt servicing period. The SET Facility matures on April 17, 2042 and requires quarterly interest payments at 6.889% per annum beginning August 2024. Effective December 26, 2027, the SET Facility requires additional interest to be accrued on any outstanding aggregate principal or unpaid accrued interest. The SET Facility is collateralized by all of the assets and property of the Borrower. The SET Facility requires the Borrower to be in compliance with various covenants, and the Borrower was in compliance with the required covenants under the SET Facility as of September 30, 2024.</div> <div style="margin-top:12pt;text-align:justify">The following table provides a summary of the Company's non-recourse debt as of September 30, 2024 and December 31, 2023:</div><div style="text-align:justify">
</div><div style="text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.142%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.203%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.687%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.296%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Due</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="padding-left:9pt">SVB Credit Agreement, SP1 Facility (1)</div></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2026</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">202,753 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">214,803 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Second SVB Credit Agreement, SP2 Facility (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">May 2027</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">80,233 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,231 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> KeyBank Credit Agreement, SP3 Facility (1) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">November 2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55,260 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,962 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Second KeyBank Credit Agreement (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2030</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,712 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">162,725 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Deutsche Bank Credit Agreement, SP4 Facility </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">August 2025</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Barings GPSF Credit Agreement, SET Facility</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">April 2042</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">130,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td 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Unamortized deferred financing costs (1) </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,254)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(341)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 16pt;text-align:left;vertical-align:bottom">Total Non-recourse debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">605,356 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">618,780 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr>

<tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Less: Non-recourse debt, current</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(28,351)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(27,914)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 16pt;text-align:left;vertical-align:bottom">Non-recourse debt, non-current</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">577,005 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">590,866 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) In connection with the acquisition of Legacy Spruce Power effective September 9, 2022, the Company assumed all non-recourse debt instruments valued at approximately $507.2 million as of that date. In connection with accounting for the business combination, the Company adjusted the carrying value of this non-recourse debt to its fair value as of the Acquisition Date. This fair value adjustment resulted in a reduction of the carrying value of the debt by $35.2 million. This adjustment to fair value and associated adjustment to unamortized deferred financing costs is being amortized to interest expense over the life of the related debt instruments using the effective interest method. Amortization expense for the fair value adjustment and deferred financing costs for the three and nine months ended September 30, 2024 were $1.5 million and $4.4 million, respectively, and for the three and nine months ended September 30, 2023 were $1.5 million and $4.4 million, respectively. 202753000 214803000 80233000 85231000 55260000 58962000 162712000 162725000 0 125000000 130000000 0 23348000 27600000 2254000 341000 605356000 618780000 28351000 27914000 577005000 590866000 507200000 -35200000 1500000 4400000 1500000 4400000 130000000.0 125000000.0 2100000 0.06889 Interest Rate Swaps The purpose of the Company's interest rate swaps is to convert the floating interest rate on the Company's Credit Agreements to a fixed rate. As of September 30, 2024, the notional amount of the interest rate swaps covers approximately 99% of the balance of the Company's floating rate term loans. During the three and nine months ended September 30, 2024, the change in the fair value of the interest rate swaps was $(11.3) million and $(8.2) million, respectively, and for the three and nine months ended September 30, 2023 was $8.1 million and $11.8 million, respectively, which are reflected in change in fair value of interest rate swaps within the unaudited condensed consolidated statements of operations. The Company also recognized $3.0 million and $13.8 million of realized gains for the three and nine months ended September 30, 2024, and for the three and nine months ended September 30, 2023, realized gains of $3.8 million and $9.7 million, respectively, reflected within interest expense, net within the unaudited condensed consolidated statements of operations. In June 2024, interest rate swaps related to the SP4 Facility were settled concurrently with the full repayment of the SP4 Facility (see Note 8. Non-Recourse Debt), and as a result, the Company recorded a gain of approximately $3.6 million within interest expense, net during the nine months ended September 30, 2024. </div>See Note 10. Fair Value Measurements for further information on the Company's determination of the fair value of its interest rate swaps. 0.99 -11300000 -8200000 8100000 11800000 3000000.0 13800000 3800000 9700000 3600000 Fair Value Measurements<div style="margin-top:12pt">The Company uses various assumptions and methods in estimating the fair values of its financial instruments.</div><div style="margin-top:12pt">The Company's private warrants are valued using a Black-Scholes model, pursuant to the inputs provided in the table below:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.393%"><tr><td style="width:1.0%"></td><td style="width:52.406%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:22.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.853%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Input</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free rate</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.2 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Remaining term in years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.23</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.98</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercise price</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">92.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">92.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of common stock</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.84 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.42 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company's interest rate swaps are not traded on a market exchange and the fair values are determined using a valuation model based on a discounted cash flow analysis. This analysis reflects the contractual terms of the interest rate swap agreements and uses observable market-based inputs, including estimated future SOFR interest rates. The fair value of the Company's interest rate swap is the net difference in the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on the expectation of future interest rates and are observable inputs available to a market participant. The interest rate swap valuation is classified in Level 2 of the fair value hierarchy. The fair value of the Company's non-recourse debt as of September 30, 2024 and December 31, 2023 was $626.1 million and $628.2 million, respectively. The following table sets forth the Company's assets and liabilities which are measured at fair value on a recurring basis by level within the fair value hierarchy:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.080%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.006%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements as of
 September 30, 2024</td></tr><tr><td

colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level I</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level II</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level III</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Asset:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19,535 </td><td style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,790 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">106,790 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,535 </td><td style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,790 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">106,790 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,535 </td><td style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,790 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">126,325 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">647 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">647 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">647 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">647 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.080%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td

style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.006%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements as of
 December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level I</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level II</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level III</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asset:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 9.1pt;text-align:left;text-indent:-8.1pt;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">27,883 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">27,883 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market accounts</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,475 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,475 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. Treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108,964 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108,964 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">130,439 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">27,883 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt">The following is a roll forward of the Company's Level 3 liability instruments:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.475%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.869%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.750%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the period</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Fair value adjustments – warrant liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the end of the period</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt">The Company's private warrants are valued using a Black-Scholes model, pursuant to the inputs provided in the table below:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.393%"><tr><td style="width:1.0%"></td><td style="width:52.406%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:22.223%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.409%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.853%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Input</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free rate</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.9 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.2 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Remaining term in years</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.23</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">1.98</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected volatility</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59.7 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82.0 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercise price</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">92.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">92.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value of common stock</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.84 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.42 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 0.039 0.042 P1Y2M23D P1Y11M23D 0.597 0.820 92.00 92.00 2.84 4.42 626100000 628200000 The following table sets forth the Company's assets and liabilities which are measured at fair value on a recurring basis by level within the fair value hierarchy: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.080%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.006%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-

align:center;vertical-align:bottom">Fair Value Measurements as of
 September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level I</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level II</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level III</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Asset:</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19,535 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">19,535 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market accounts</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,790 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">106,790 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">106,790 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">19,535 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">126,325 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">647 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">647 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-bottom:3pt double #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">647 </td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:44.080%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td

style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.002%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.402%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.006%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Measurements as of </br/> December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level I</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level II</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level III</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Asset:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 9.1pt;text-align:left;text-indent:-8.1pt;vertical-align:bottom">Interest rate swaps</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">27,883 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">27,883 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market accounts</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,475 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,475 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">U.S. Treasury securities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108,964 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">108,964 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">130,439 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">27,883 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">158,322 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 9.1pt;text-align:left;text-indent:-8.1pt;vertical-align:bottom">Private warrants</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 0 19535000 0 19535000 106790000 0 0 106790000 106790000 19535000 0 126325000 0 647000 0 647000 0 647000 0 647000 0 27883000 0 27883000 21475000 0 0 21475000 108964000 0 0 108964000 130439000 27883000 0 158322000 0 0 17000 17000 0 0 17000 17000 <div style="margin-top:12pt">The following is a roll forward of the Company's Level 3 liability instruments:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:56.475%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:20.869%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.750%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30, 2024</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the beginning of the period</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">17 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Fair value adjustments - warrant liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(17)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Balance at the end of the period</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2000 17000 -2000 -17000 0 0 Note 11. Goodwill
 During the three months ended September 30, 2024, the Company identified that there were indicators that the carrying amount of its goodwill may be impaired due to a continuous decline in the Company's stock price and market capitalization. The Company performed a quantitative test using a market approach, which resulted in an impairment of goodwill during the three months ended September 30, 2024. As a result, the Company recorded a charge of $28.8 million to fully impair its goodwill within the unaudited condensed consolidated statements of operations.</div><div>
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.354%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.356%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, beginning balance</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Impairment of goodwill</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(28,757)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, ending balance</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company performed a quantitative test using a market approach, which resulted in an impairment of goodwill during the three months ended September 30, 2024. As a result, the Company recorded a charge of $28.8 million to fully impair its goodwill within the unaudited condensed consolidated statements of operations. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.354%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.356%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-style:italic;font-weight:400;line-height:114%;text-

decoration:underline">(Amounts in thousands)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, beginning balance</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Impairment of goodwill</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(28,757)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Goodwill, ending balance</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">28,757 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 28800000 28757000 28757000 28757000 0 0 28757000 Stock-Based Compensation Expense Stock-based compensation expense related to stock options and restricted stock units for the three and nine months ended September 30, 2024 was $0.7 million and $2.1 million, and for the three and nine months ended September 30, 2023 was $0.9 million and $2.4 million, respectively. As of September 30, 2024, there was $8.2 million of unrecognized compensation cost related to stock options and restricted stock units which is expected to be recognized over the remaining vesting periods, with a weighted-average period of 2.7 years.</div><div style="margin-top:12pt">Stock Options</div><div style="margin-top:12pt">The Company grants stock options to certain employees that will vest over a period of one to four years. A summary of stock option award activity for the nine months ended September 30, 2024 was as follows:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.627%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.445%"></td><td style="width:0.1%"></td><td style="width:16.324%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.932%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Shares </div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">193,156 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17.89 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">5.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">295,229 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.74 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at September 30, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">488,385 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.34 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercisable at September 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">192,523 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">17.76 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">5.0</td></tr></table> The aggregate intrinsic value of stock options outstanding as of September 30, 2024 was $0.1 million. During the nine months ended September 30, 2024, the Company granted 295,229 stock options to its President and Chief Executive Officer ("CEO") upon his appointment to such positions effective April 12, 2024. A summary of stock option award activity for the nine months ended September 30, 2023 was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.627%"></td><td style="width:0.1%"></td><td

style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.445%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.324%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.932%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Shares </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2022</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">761,408 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11.12 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">2.7</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(331,091)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.95 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(78,797)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51.48 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at September 30, 2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">351,520 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.69 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.4</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercisable at September 30, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">349,529 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.38 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.4</td></tr></table></div><div style="margin-top:12pt">Restricted Stock Units</div><div style="margin-top:12pt">The Company grants restricted stock units to certain employees that will generally vest over a period of four years. The fair value of restricted stock unit awards is estimated by the fair value of the Company's common stock at the date of grant. Restricted stock units activity during the nine months ended September 30, 2024 was as follows:</div><div style="margin-top:12pt">
</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.051%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.507%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,102,095 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7.74 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925,157 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(305,192)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(635,299)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,086,761 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid

#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.77 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> During the nine months ended September 30, 2024, the Company granted restricted stock unit awards of 88,636 shares of common stock to the CEO upon his appointment effective April 12, 2024. In addition, upon the separation of the prior President and Chief Executive Officer ("Former CEO") from the Company effective April 12, 2024, 97,994 and 244,267 restricted stock units awarded to the Former CEO were vested and forfeited, respectively. The Company recorded $0.5 million of expense related to the 97,994 vested awards during the nine months ended September 30, 2024.</div><div style="margin-top:12pt">Restricted stock units activity during the nine months ended September 30, 2023 was as follows:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.051%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.507%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at December 31, 2022</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,229,089 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10.40 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">653,425 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(521,313)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(266,162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at September 30, 2023</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,095,039 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7.88 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Former CEO's Ladder Restricted Stock Unit Award On September 9, 2022, in connection with the acquisition of Legacy Spruce Power and his appointment as the Company's President, the Company granted to its Former CEO, a restricted stock unit award (the "Ladder RSUs") of 208,333 shares of common stock. The Ladder RSUs vest in 10% increments on the dates the Plan administrator certifies the applicable milestone stock prices have been achieved or exceeded, provided that the Former CEO remains employed on the date of certification and such achievement occurs within ten years of the date of the grant. The Company used a Monte Carlo simulation valuation model to determine the fair value of the award as of the Acquisition Date. The following inputs were used in the simulation: grant date stock price of $9.36 per share, annual volatility of 85.0%, risk-free interest rate of 3.3% and dividend yield of 0.0%. For each tranche, a fair value was calculated as well as a derived service period which represents the median number of years it is expected to take for the Ladder RSUs to meet their corresponding milestone stock price excluding the simulation paths that result in the Ladder RSUs not vesting within the 10-year term of the agreement. Each tranche's fair value will be amortized ratably over the respective derived service period. The Company recognized expense related to the Ladder RSUs of approximately $0.1 million and $0.3 million for the three and nine months ended September 30, 2023, respectively. Upon separation of the Former CEO from the Company effective April 12, 2024, the Ladder RSUs were terminated and the Company recorded a gain of $0.7 million during the nine months ended September 30, 2024.</div> 700000 2100000 900000 2400000 8200000 P2Y8M12D <div style="margin-top:12pt">The Company grants stock options to certain employees that will vest over a period of one to four years. A summary of stock option award activity for the nine months ended September 30, 2024 was as follows:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.627%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.445%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.324%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.932%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Shares </div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Remaining Contractual Term</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at December 31, 2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">193,156 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">17.89 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">5.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">295,229 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.74 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td>

<td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at September 30, 2024</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">488,385 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9.34 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">7.8</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercisable at September 30, 2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">192,523 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">17.76 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">5.0</td></tr></table> A summary of stock option award activity for the nine months ended September 30, 2023 was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.627%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.445%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.860%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.324%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.932%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Shares </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
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0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">11.12 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">2.7</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(331,091)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1.95 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(78,797)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51.48 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding at September 30, 2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">351,520 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.69 </td><td style="background-color:#cceeff;border-top:1.5pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.4</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exercisable at September 30, 2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">349,529 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 0;text-align:right;vertical-align:bottom">10.38 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.4</td></tr></table> P4Y 193156 17.89 P5Y9M18D 295229 3.74 0 0 0 0 488385 9.34 P7Y9M18D 192523 17.76 P5Y 100000 295229 761408 11.12 P2Y8M12D 0 0 331091 1.95 78797 51.48 351520 10.69 P3Y4M24D 349529 10.38 P3Y4M24D P4Y Restricted stock units activity during the nine months ended September 30, 2024 was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.051%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.507%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,102,095 </td><td style="background-

color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7.74 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,925,157 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(305,192)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(635,299)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.22 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,086,761 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4.77 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Restricted stock units activity during the nine months ended September 30, 2023 was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.051%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.536%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:19.507%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Grant Date Fair Value Per Share</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at December 31, 2022</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,229,089 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10.40 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">653,425 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(521,313)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cancelled or forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(266,162)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested, at September 30, 2023</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,095,039 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7.88 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1102095 7.74 1925157 3.50 305192 6.63 635299 5.22 2086761 4.77 88636 97994 244267 500000 97994 1229089 10.40 653425 6.50 521313 12.63 266162 10.32 1095039 7.88 208333 0.10 P10Y 9.36 0.850 0.033 0.000 P10Y 100000 300000 -700000 Noncontrolling Interests The following table summarizes the Company's noncontrolling interests as of September 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:77.727%"><tr><td style="width:1.0%"></td><td style="width:64.592%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.774%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.234%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Tax Equity Entity</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Date Class A Member Admitted</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">ORE F4 Holdco, LLC</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">August 2014</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volta Solar Owner II, LLC</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">August 2017</td></tr></table> The tax equity entities were structured at inception so that the allocations of income and loss for tax purposes will flip at a future date. The terms of the tax equity entities' operating agreements contain allocations of taxable income (loss), Section 48(a) ITCs and cash distributions that vary over time and adjust between the members on an agreed date (referred to as the flip date). The operating agreements specify either a certain flip date or an internal rate of return ("IRR") flip date. The certain flip date is based on the passage of a fixed period of time as defined in the operating agreements for each entity. The IRR flip date is the date on which the tax equity investor has achieved a contractual rate of return. From inception through the flip date, the Class A members' allocation of taxable income (loss) and Section 48(a) ITCs is generally 99% and the Class B members' allocation of taxable income (loss) and Section 48(a) ITCs is generally 1%. After the related flip date (or, if the tax equity investor has a deficit capital account, typically after such deficit has been eliminated), the Class A members' allocation of taxable income (loss) will typically decrease to 5% (or, in some cases, a higher percentage if required by the tax equity investor) and the Class B members' allocation of taxable income (loss) will increase by an inverse amount. The historical redeemable noncontrolling interests and noncontrolling interests are comprised of Class A units, which represent the tax equity investors' interest in the tax equity entities. Both the Class A members and Class B members may have call options to allow either member to redeem the other member's interest in the tax equity entities upon the occurrence of certain contingent events, such as bankruptcy, dissolution/liquidation and forced divestitures of the tax equity entities. Additionally, the Class B members may have the option to purchase all Class A units, which is typically exercisable at any time during the periods specified under their respective governing documents, and, in regards to the tax equity entities historically classified as redeemable noncontrolling interests, they had the contingent obligation to purchase all Class A units if the Class A members exercise their right to withdraw, which is typically exercisable at any time during the three-month period

*commencing upon the applicable flip date. The Company had no redeemable noncontrolling interests as of September 30, 2024 and December 31, 2023. Total assets on the unaudited condensed consolidated balance sheets includes $37.0 million as of September 30, 2024 and $38.0 million as of December 31, 2023 of assets held by the Company's VIEs, which can only be used to settle obligations of the VIEs. Total liabilities on the unaudited condensed consolidated balance sheets includes $0.8 million as of September 30, 2024 and $0.8 million as of December 31, 2023 of liabilities that are the obligations of the Company's VIEs. The following table summarizes the Company's noncontrolling interests as of September 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:77.727%"><tr><td style="width:1.0%"></td><td style="width:64.592%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.774%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.234%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Tax Equity Entity</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Date Class A Member Admitted</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">ORE F4 Holdco, LLC</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">August 2014</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volta Solar Owner II, LLC</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">August 2017</td></tr></table> 0.99 0.01 0.05 P3M 0 0 37000000.0 38000000.0 800000 800000 Commitments and Contingencies Legal Proceedings The Company is periodically involved in legal proceedings and claims arising in the normal course of business, including proceedings relating to intellectual property, employment and other matters. Management believes the outcome of these proceedings will not have a significant adverse effect on the Company's financial position, operating results, or cash flow. Securities Class Action Proceedings On March 8, 2021, two putative securities class action complaints were filed against the Company, and certain of its current and former officers and directors in the federal district court for the Southern District of New York. Those cases were ultimately consolidated under C.A. No. 1:21-cv-2002, and a lead plaintiff was appointed in June 2021. On July 20, 2021, an amended complaint was filed alleging that certain public statements made by the defendants between October 2, 2020, and March 2, 2021, violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder. Following negotiations with a mediator, in September 2023, the Company and the plaintiffs agreed on a settlement in principle in the aggregate amount of $19.5 million (the "Settlement Amount"), and on December 6, 2023, the lead plaintiff and the defendants entered into a stipulation and agreement of settlement requiring the Company to pay the Settlement Amount to resolve the class action litigation and the related legal fees and administration costs. On April 30, 2024, the New York Court approved a final settlement of the Class Action Litigation. The Settlement Amount was offset by approximately $4.5 million of related loss recoveries from the Company's directors and officers liability insurance policy with third parties, which was paid out in February 2024. The Company paid the $15.0 million net settlement amount to the settlement claims administrator in February 2024.
 On September 20, 2021, and October 19, 2021, two class action complaints were filed in the Delaware Court of Chancery against certain of the Company's current officers and directors, and the Company's sponsor of its special purpose acquisition company merger, Pivotal Investment Holdings II LLC. These actions were consolidated as in re XL Fleet Corp. (Pivotal) Stockholder Litigation, C.A. No. 2021-0808, and an amended complaint was filed on January 31, 2022. Defendants filed a motion to dismiss the amended complaint on May 13, 2022, and on July 11, 2022, plaintiffs filed a second amended complaint. The second amended complaint alleges various breaches of fiduciary duty against the Company and/or its officers, several allegedly misleading statements made in connection with the merger, and aiding and abetting breaches of fiduciary duty in connection with the negotiation and approval of the December 21, 2020 merger and organization of XL Hybrids, Inc., a Delaware corporation ("Legacy XL") to become XL Fleet Corp. On August 19, 2022, defendants moved to dismiss the second amended complaint, which was granted in part and denied in part on June 9, 2023. The parties then engaged in discovery. On November 13, 2024, the Company filed a stipulation and settlement agreement seeking court approval to settle this matter in full for $4.75 million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities). Shareholder Derivative Actions
 On June 23, 2022, the Company received a shareholder derivative complaint filed in the U.S. District Court for the District of Massachusetts, captioned Val Kay derivatively on behalf of nominal defendant XL Fleet Corp., against all current directors and former officers and directors, C.A. No. 1:22-cv-10977. The action was filed by a shareholder purportedly on XL Fleet Corp.'s behalf, and raises claims for contribution, as well as claims for breach of fiduciary duty, waste of corporate assets, unjust enrichment, and abuse of control. In March 2023, two shareholder derivative actions were filed in the U.S. District Court for the District of Delaware, namely Reali v. Griffin, et al., C.A. No. 1:23-cv-00289 and Tucci v. Ledecky, et al. , C.A. 1:23-cv-00322. These actions were consolidated and captioned In re Spruce Power Holding Corporation Shareholder Derivative Litigation, C.A. No. 1:23-cv-00289. In August 2023, an additional derivative action was filed in the U.S. District Court for the Southern District of New York, captioned Boyce v. Ledecky, et al., C.A. No. 1:23-cv-8591 (collectively, the "Derivative Matters"). On December 8, 2023, the parties reached a settlement-in-principle to settle, the Derivative Matters. The court granted preliminary approval of the settlement on May 1, 2024, and final approval in full on August 8, 2024. The settlement provides for certain corporate governance enhancements and no monetary payments. On August 14, 2024, the court awarded attorney fees of $1.0 million, which were paid in September 2024. State Attorney Generals' Investigations The Company has been asked to provide information and documents in response to subpoenas and other requests for information from certain state attorney generals' offices regarding, among other things, its sales and marketing protocols. The Company has been cooperating with these investigations and intends to continue to do so until they are resolved. At this time, the Company is unable to estimate potential losses, if any, related to these matters. Securities and Exchange Commission Civil Enforcement Action On January 6, 2022, the Company received a subpoena from the Division of Enforcement of the SEC requesting, among other things, information and documents concerning the XL Fleet Corp. business combination with Legacy XL, the Company's sales pipeline and revenue projections, California Air Resources Board approvals, and other related matters. In June 2023, the SEC proposed an Offer of Settlement for the purpose of resolving the proposed SEC action against the Company. Following negotiations with the SEC staff, in September 2023, the Company reached a settlement with the SEC pursuant to which the Company did not admit or deny the SEC's allegations regarding the above-referenced issues. In connection with the settlement, in October 2023, the Company (among other things) paid a civil monetary penalty of $11.0 million which, subject to the discretion of the SEC, will be made available to eligible legacy shareholders through a Fair Fund, termed and administered by the SEC. US Bank
 On February 9, 2023, US Bank, through its affiliate, Firstar Development, LLC ("Firstar"), filed a motion for summary judgment in lieu of a complaint in New York Supreme Court (the trial level in New York) alleging that the Company failed to fulfill its reimbursement obligations under a 2019 tax recapture guaranty agreement between the parties arising from the alleged recapture by the Internal Revenue Service of tax credits taken by Firstar as an investor in the Company's subsidiary, Ampere Solar Owner I, LLC. On May 23, 2023, the Company reached a settlement agreement with Firstar, as the plaintiff, for $2.3 million whereby the plaintiff discharged all claims filed against the Company. BMZ USA, Inc. On February 11, 2022, BMZ USA Inc. ("BMZ"), a battery manufacturer, sued XL Hybrids for breach of contract, alleging that XL Hybrids failed to timely purchase the full allotment of batteries required under a certain master supply agreement between the parties. In January 2024, BMZ obtained a judgment for $3.9 million against XL Hybrids, Inc. The Company is appealing the ruling while simultaneously pursuing a settlement. The Company currently estimates the potential loss to be approximately $1.2 million, which has been accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities). ITC Recapture Provisions
 The IRS may disallow and recapture some, or all, of the Investment Tax Credits due to improperly calculated basis after a project was placed in service ("Recapture Event"). If a Recapture Event occurs, Spruce Power is obligated to pay the applicable Class A Member a recapture adjustment, which includes the amounts the Class A Members are required to repay the IRS, including interest and penalties, as well as any third-party legal and accounting fees incurred by the Class A Members in connection to the Recapture Event, as specified in the operating agreements. Such a payment by Spruce Power to the Class A Members are not to be considered a capital contribution to the fund per the operating agreements, nor would it be considered a distribution to the Class A Members. With the exception of the tax matter related to Ampere Solar Owner I noted above, a Recapture Event was not deemed to be probable by the Company, therefore no accrual has been recorded as of September 30, 2024. Plastic Omnium Plastic Omnium is the assignee of the contractual rights of Actia Corp. under a certain battery purchase order between XL Hybrids and Actia Corp. On March 17, 2023, Plastic Omnium sued*

Legacy XL and the Company for breach of contract, alleging that Legacy XL ordered a total of 1,000 batteries from Plastic Omnium, paid for 455 of those batteries, and then reneged on 545 of those products. While Plastic Omnium admits it never actually delivered the remaining 545 products, it claims it purchased materials to complete the order, and as a result, Legacy XL and the Company are liable for at least approximately $2.5 million. The Company has reached a settlement in principle to settle the matter for $1.25 million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities). Parker-Hannifin On March 11, 2024, the Company filed a lawsuit against Parker-Hannifin for a declaratory judgment, captioned XL Hybrids, Inc. v. Parker-Hannifin Corporation, No. 1:24-cv-10894-WGY (D. Mass, removed from Mass. State Court No. 2484-CV-00661). The case related to a contract for the purchase of motors designed, produced and manufactured by Parker-Hannifin for XL Hybrids, Inc. which was executed in July 2019. On April 5, 2024, Parker-Hannafin filed counterclaims, alleging that XL Hybrids, Inc. and the Company were in breach of the contract. On November 1, 2024, the parties reached a settlement in principle to settle the matter for $0.5 million, which is currently accrued for as of September 30, 2024 (See Note 7. Accrued Expenses and Other Current Liabilities).
 Master SREC Purchase and Sale Agreement The Company has forward sales agreements, which are related to a certain number of SRECs, to be generated from the Company's solar energy systems located in Maryland, Massachusetts, Delaware, and New Jersey to be sold at fixed prices over varying terms of up to 20 years. In the event the Company does not deliver such SRECs to the counterparty, the Company could be forced to pay additional penalties and fees as stipulated within the contracts. Guarantees In connection with the acquisition of RPV Holdco 1, LLC, a wholly owned subsidiary of the Company, guaranty agreements were established in May 2020 by and between Spruce Holding Company 1, LLC, Spruce Holding Company 2, LLC, and Spruce Holding Company 3, LLC ("Spruce Guarantors") and the investor members in the Funds. The Spruce Guarantors entered into guarantees in favor of the tax equity investors wherein they guaranteed the payment and performance of Solar Service Experts, LLC, a wholly owned subsidiary of the Company, under the Spruce Power 2 Maintenance Services Agreement and the Class B Member under the Limited Liability Company Agreement ("LLCA"). These guaranties are subject to a maximum of the aggregate amount of capital contributions made by the Class A Member under the LLCA. Indemnities and Guarantees During the normal course of business, the Company has made certain indemnities and guarantees under which it may be required to make payments in relation to certain transactions. The duration of the Company's indemnities and guarantees varies, however the majority of these indemnities and guarantees are limited in duration. No liabilities have been recorded for these indemnities and guarantees as of September 30, 2024. Insurance Claims and Recoveries related to Maui Fires In August 2023, a series of wildfires broke out in Hawaii, predominantly on the island of Maui, resulting in real and personal property and natural resource damage, personal injuries and loss of life and widespread power outages. The Company received $0.2 million related to the insurance recoveries during the three and nine months ended September 30, 2024. 2 -19500000 4500000 15000000 2 4750000 2 1000000 11000000 -2300000 3900000 1200000 1000 455 545 545 2500000 1250000 500000 P20Y 200000 200000 Net Loss Per Share<div style="margin-top:12pt">The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the three and nine months ended September 30, 2024 and 2023:</div><div style="margin-top:12pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:40.112%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.657%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td 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1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(64,561)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(35,643)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Denominator:</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" 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As such, the weighted average number of common shares outstanding used to calculate both basic and diluted net loss per share are the same for those periods. The following is a reconciliation of the numerator and denominator used to calculate basic earnings per share and diluted earnings per share for the three and nine months ended September 30, 2024 and 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:40.112%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.657%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.657%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.627%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.629%"></td><td 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colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">17,351,796 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,438,375 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,072,115 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">Net loss attributable to stockholders per share, basic and diluted</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(2.88)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(1.11)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(3.50)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(1.97)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> In the fourth quarter of 2022, the Company discontinued the operations of its Drivetrain and XL Grid operations. The following table provides supplemental detail of the Company's discontinued operations contained within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:42.450%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.557%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.557%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.557%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.561%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) from discontinued operations: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Drivetrain</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(204)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(4,253)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(204)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4,253)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> XL Grid The following table presents financial results of XL Grid operations: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.188%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.628%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times

New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating expenses:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Cost of revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">148 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Selling, general, and administrative expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">743 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Gain on asset disposal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(742)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total operating expenses</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss from discontinued operations</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> Drivetrain The following table presents financial results of Drivetrain operations: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.188%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.628%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr>

<td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">29 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating expenses:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Cost of revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Selling, general, and administrative expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">742 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">(Gain) loss on asset disposal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">179 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(81)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,489 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total operating expenses</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,282 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income (loss) from discontinued operations</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(204)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4,253)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table presents aggregate carrying amounts of assets and liabilities of discontinued operations contained within the unaudited condensed consolidated balance sheets:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:94.545%"><tr><td style="width:1.0%"></td><td style="width:60.117%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.970%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.331%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td

colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets from discontinued operations:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Drivetrain</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total assets from discontinued operations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:11pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities from discontinued operations:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Drivetrain</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">170 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities from discontinued operations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">170 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table provides supplemental detail of the Company's discontinued operations contained within the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024 and 2023. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.848%"><tr><td style="width:1.0%"></td><td style="width:42.450%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.557%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.557%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.557%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.406%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.561%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss) from discontinued operations: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Drivetrain</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(204)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(4,253)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(204)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt

double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4,253)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-top:12pt">XL Grid</div><div style="margin-top:12pt">The following table presents financial results of XL Grid operations:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.188%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.628%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">149 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating expenses:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Cost of revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">148 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Selling, general, and administrative expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Gain on asset disposal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(742)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total operating expenses</td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">149 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss from discontinued operations</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-

align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table></div><div style="margin-top:12pt">Drivetrain</div><div style="margin-top:12pt">The following table presents financial results of Drivetrain operations:</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:42.188%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.625%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.403%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.628%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Revenues</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">16 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">53 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">29 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating expenses:</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Cost of revenues</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">84 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Selling, general, and administrative expenses</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">742 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">(Gain) loss on asset disposal</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">179 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(81)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,489 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 6.62pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(12)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total operating expenses</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">213 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,282 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3"

*style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net income (loss) from discontinued operations</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(204)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">50 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:114%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(4,253)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table presents aggregate carrying amounts of assets and liabilities of discontinued operations contained within the unaudited condensed consolidated balance sheets:
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:94.545%"><tr><td style="width:1.0%"></td><td style="width:60.117%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.970%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.331%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">As of</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">(Amounts in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets from discontinued operations:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Drivetrain</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total assets from discontinued operations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">32 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:11pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities from discontinued operations:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Drivetrain</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">170 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total liabilities from discontinued operations</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">117 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">170 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -4000 -204000 50000 -4253000 -4000 -204000 50000 -4253000 0 0 0 149000 0 0 0 148000 0 0 0 743000 0 0 0 742000 0 0 0 149000 0 0 0 0 16000 9000 53000 29000 20000 34000 84000 63000 0 0 0 742000 0 -179000 81000 -3489000 0 0 0 12000 20000 213000 3000 4282000 -4000 -204000 50000 -4253000 0 32000 0 32000 117000 170000 117000 170000 Subsequent Events Management has reviewed events subsequent to September 30, 2024 and prior to the filing of financial statements, and except as referenced within this Form 10-Q, the Company has determined there have been no other events that have occurred that would require adjustments or disclosures within the unaudited condensed consolidated financial statements. -"*