

**Prince William Sound Regional Citizens' Advisory Council
Special Board of Directors Meeting Minutes
December 11, 2025**

Members Present: Robert Archibald, Amanda Bauer, Mike Bender, Mike Brittain, Ben Cutrell, Mako Haggerty, Luke Hasenbank (10:34 a.m.), Jim Herbert, Elijah Jackson, Dave Janka, Dorothy Moore, Bob Shavelson, and Kirk Zinck

Members Absent: Robert Beedle, Nick Crump, Wayne Donaldson, Melvin Malchoff, Angela Totemoff, Michael Vigil, and Aimee Williams

Staff Present: Maia Draper-Reich, Jennifer Fleming, John Guthrie, Ashlee Hamilton, Hans Odegard, Linda Swiss, Suparat Prasannet, Robbin Capers, Donna Schantz, Brooke Taylor, Danielle Verna, Jaina Willahan

Others Present: Nicholas Stoudt (Porter & Allison)

Call to Order

Vice President Bauer called the meeting to order at 10:30 a.m. A roll call was taken. The following 12 directors were present, representing a quorum for the conduct of business: Archibald, Bauer, Bender, Brittain, Cutrell, Haggerty, Herbert, Jackson, Janka, Moore, Shavelson, and Zinck.

Approve Agenda

Moore moved to approve the agenda as presented. Herbert seconded. Bauer asked for amendments/objections; hearing none, the agenda was approved as presented. Fleming referenced the revised agenda that was presented on December 10 as the version that was approved today.

Public & Opening Comments

Bauer asked for opening comments; there were none.

Luke Hasenbank joined the meeting at 10:34 a.m.

Approval of FY2025 Audit

Hamilton introduced Nicholas Stoudt of Porter & Allison, the accounting firm who conducted the Council's FY2025 audit. Stoudt noted that this is the second year Porter & Allison has conducted the Council's audit, noting the process was very smooth now that the firm has more familiarity with the PWSRCAC overall.

Stoudt reviewed the letter of governance with the group, explaining that this is required documentation to communicate to the Board the scope of the audit procedures performed as well as any significant audit findings; also commonly referred to as a wrap-up document. Stoudt highlighted one corrected misstatement in the letter that was related to the Council's new Anchorage office lease. He noted that this type of entry is common practice in these instances. Otherwise, Stoudt reiterated there were no audit deficiencies or significant findings, which is great to see.

Stoudt reviewed the audited financial statements with the Board, including the independent auditors report. He stated that the report is very positive and conveys the highest form of assurance Porter & Allison can give to the Board in response to the financial statements. Stoudt also reviewed the statement of activity with the Board noting that interest revenue was doing quite well, with expenses staying stable with the previous year.

Herbert asked where the Council's contingency fund is shown on the financial statements. Stoudt stated the contingency fund is noted on page three and rolled in to the Undesignated Net Assets.

Haggerty moved to accept the June 30, 2025 audited financial statements and governance letter. Herbert seconded. Bauer asked for discussion/objection; hearing none, the action was approved.

Stoudt informed the Board and management team that, although he and the Porter & Allison firm are happy to provide this service, it is not required for the audit findings to be provided to finance committees and Board of Directors dually. He wanted to make the group aware in the event this was novel information. Many members of the Board expressed their appreciation for the redundant presentations noting that the review with the Finance Committee is much more detailed than with the Board. They also expressed their appreciation for Porter & Allison's readiness and availability to address questions concerning the audit and associated documentation. Hearing this feedback, it was agreed that future audit findings would be presented to both the Finance Committee and to the Board.

Haggerty expressed his appreciation and gratitude to Hamilton and the management team for a successful and clean audit.

Approval of FY2026 Budget Modifications

Hamilton reviewed the proposed FY2026 budget modifications with the group, adding these were reviewed and discussed in detail with the Finance Committee at its December 3, 2025 meeting. The Finance Committee recommends approval of these modifications. Hamilton asked if the Board had any questions.

Seeking clarification on project 3500 - Community Outreach, Herbert asked what outreach event this was for. Draper-Reich explained this was to reflect the adjustment of the \$5,000 received from Repsol for the Cordova reception event. Those funds were classified in a different account as the donation was accepted by the Executive Committee after the event took place.

Cutrell asked what the revised contingency amount would be after these modifications. Hamilton replied that, based on the additional net assets released as part of the audit, the revised contingency would be \$218,866 if these modifications are approved as presented.

Janka moved to approve the FY2026 budget modifications as listed on the provided sheet, with a total revised contingency in the amount of \$218,866. Haggerty seconded. Bauer asked for discussion/objection; hearing none, the budget modifications were approved.

Approval of Sole Source Contract for Ballast Water Treatment Efficacy Analysis

Verna explained that staff and the Scientific Advisory Committee are seeking approval to enter into a sole source contract with the Smithsonian, noting this was the last line item on the budget

modifications that were approved in the previous agenda item. It is anticipated the sampling work will begin this spring if the Board approves this sole source contract.

Archibald moved to authorize the Executive Director to enter into a sole source contract with the Smithsonian Environmental Research Center for project 9522 - Analysis of Ballast Water Treatment Efficacy in Commercial Vessels and Ballast Water Activity in Alaskan Ports in an amount not to exceed \$85,883. Moore seconded. Bauer asked for discussion/objection; hearing none, the action was approved.

Closing Comments

Bauer asked for closing comments from the group. Moore expressed her appreciation of Porter & Allison presenting the audit at both the Finance Committee and Board level. She values their involvement and commented that the audit was very easy to follow.

Cutrell and Bauer both expressed their appreciation to Hamilton for her work towards a very successful audit. Herbert also recognized Hamilton for her work and recognized Porter & Allison for their open door polity and open line of communication which Hamilton gladly takes advantage of.

Adjourn

Archibald moved to adjourn. Brittain seconded. The meeting adjourned at 11:00 a.m.

Secretary