

**ALASKA STATE LEGISLATURE
LEGISLATIVE BUDGET AND AUDIT COMMITTEE**

January 12, 2006

3:10 p.m.

MEMBERS PRESENT

Senator Gene Therriault, Chair
Senator Ben Stevens
Senator Bert Stedman
Senator Lyda Green
Senator Gary Wilken (alternate)

Representative Ralph Samuels, Vice Chair
Representative Mike Chenault
Representative Mike Hawker
Representative Pete Kott
Representative Beth Kerttula
Representative Reggie Joule (alternate)

MEMBERS ABSENT

Senator Lyman Hoffman
Representative Kevin Meyer (alternate)

OTHER LEGISLATORS PRESENT

Senator Thomas Wagoner

COMMITTEE CALENDAR

APPROVAL OF MINUTES
REVIEW OF DNR COMMISSIONER'S PRELIMINARY FINDINGS &
DETERMINATION ON ROYALTY MODIFICATION
EXECUTIVE SESSION
RELEASE OF FINAL AUDITS

PREVIOUS COMMITTEE ACTION

No previous action to record

WITNESS REGISTER

MICHAEL MENGE, Commissioner
Department of Natural Resources
Juneau, Alaska

POSITION STATEMENT: Presented Preliminary Findings & Determination on Royalty Modification.

PAT FOLEY, Manager
Lands, Regulatory & Commercial Business
Pioneer Natural Resources Alaska Inc

POSITION STATEMENT: Presented "Oooguruk Project - Legislative Budget & Audit Committee - Juneau, Alaska - January 12, 2006".

BILL VAN DYKE, Acting Director
Division of Oil & Gas
Department of Natural Resources
Juneau, Alaska

POSITION STATEMENT: Presented "Oooguruk Royalty Relief" & "Oooguruk Development Royalty Modification Application - Preliminary Findings & Determination of the Commissioner of the Department of Natural Resources, December 16, 2005".

ACTION NARRATIVE

CHAIR GENE THERRIAULT called the Legislative Budget and Audit Committee meeting to order at [3:10:46 PM](#). Senators Therriault, Ben Stevens, Stedman, Green, and Wilken (alternate), and Representatives Samuels, Chenault, Hawker, and Kott were present at the call to order. Senator Green, Representatives Kerttula and Joule (alternate), arrived as the meeting was in progress. Also present was Senator Wagoner.

APPROVAL OF MINUTES

[3:11:58 PM](#)

REPRESENTATIVE SAMUELS made a motion to approve the minutes of December 6, 2005. There being no objection, the minutes from the meeting of December 6, 2005 were approved.

REVIEW OF DNR COMMISSIONER'S PRELIMINARY FINDINGS & DETERMINATION ON ROYALTY MODIFICATION

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CHAIR THERRIAULT announced that the next order of business would be a review of the "Department of Natural Resources (DNR) Commissioner's Preliminary Findings and Determination on Royalty Modification."

MICHAEL MENGE, Commissioner, Department of Natural Resources (DNR), stated that the concept of royalty modification brings a lot of questions to mind and expressed that it should be looked at carefully. He stated that DNR has tried to bring in new explorers from outside the state. The department has looked around the world at various oil and gas producing regions and seen the natural evolution that occurs. The major oil companies make the first big discoveries and then move out to other areas where large [oil] discoveries exist. The large companies are followed by smaller, mid-level companies that expand outward from the big discoveries. He commented that over time, the mid-level companies probably produce the bulk of oil and gas that is produced out of a basin. Commissioner Menge stated that this evolution takes place over decades. Currently in Prudhoe Bay the smaller mid-size companies are beginning to arrive.

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COMMISSIONER MENGE pointed out that DNR has worked to encourage [smaller companies to enter] the fields and has provided opportunities such as the exploration credits that the legislature has passed and the possibility for royalty reduction. He explained that royalty reduction means that in challenged areas where it is difficult to develop the oil, there is an opportunity for the company to come forward and ask that the traditional royalty systems be lessened. Commissioner Menge stated that the department really wants see if the royalty reduction will change the [Oooguruk] project from uneconomic to economic. He commented that this is a partnership exercise. The companies that petition DNR for royalty relief must provide the economic information underpinning their petition. This information must be independently assessed so that the oil company and DNR can jointly come to the conclusion that the petition is legitimate. He stated that after an exhaustive analysis, DNR came to the conclusion that Pioneer Natural Resources Alaska Inc. (Pioneer) has a legitimate petition. He stated that DNR wants new explorers and will work with them to arrive at a situation that benefits the state and allows Pioneer to extract some profit from their risk.

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PAT FOLEY, Manager, Lands, Regulatory & Commercial Business, Pioneer Natural Resources Alaska Inc., stated that Pioneer Natural Resources Alaska Inc. (Pioneer) started doing business in Alaska in 2003. Pioneer is a company that is about \$8 billion in enterprise value and does business in Alaska, the

Lower 48, South America, West Africa, and North Africa. Mr. Foley, referring to page 1 of the PowerPoint presentation titled "Oooguruk Project, Legislative Budget & Audit Committee, January 12, 2006", informed the committee that the Oooguruk project is a single island which is about 6 acres in size, located 5.7 miles offshore. If given complete regulatory approval and approval of the royalty reduction request, Pioneer intends to begin construction at the end of January or early February 2006. He explained how Pioneer would begin building the island by cutting a hole in the ice, hauling approximately 500,000 cubic yards [of ice] out to create a gravel island. The next winter Pioneer plans on installing a subsea buried pipeline by which the facilities would be connected to the Kuparuk River Unit. Pioneer would contract with the Kuparuk owners to process fluids, he noted. Mr. Foley, referring to page 2, stated that the preliminary Oooguruk drill site is 26 miles from the village Nuiqsut, the closest impacted residential community. The drill site is about six miles offshore and nine miles from Oliktok Point. It is a little North and West of Kuparuk River and North and East of the Alpine Unit.

MR. FOLEY referred to the regulatory process and page 3 of the PowerPoint. He stated that in the regulatory process, the first item [Pioneer] needs to accomplish is a rezoning of approximately 12 sections of land in the North Slope Borough, which were originally zoned as a conservation district. He reported that the assembly approval for re-zoning was received two nights prior to the meeting. Mr. Foley stated that at peak-rate, Pioneer would produce between 15,000 and 20,000 barrels of oil per day (BOD), from the Kuparuk and the Nuiqsut formation. He explained that the facility would be unmanned after construction, and would be monitored 24/7. [Pioneer] would have remote capabilities to control all of the wells and the flow line. He compared the Oooguruk site to the Prudhoe Bay and Kuparuk drill sites, which are also unmanned, adding that the gravel will come from the already existing mine site E.

MR. FOLEY moved on to page 5 of the PowerPoint, and pointed out the three distinct phases of the project. Phase one is the installation of a gravel island in the Beaufort Sea. Phase two begins in winter of 2007, and includes the installation of subsea flow line system. Phase three consists of a three-year drilling period, during which Pioneer would drill approximately 38 production wells. He stated that the total impact of the project is about a five-year construction phase and the field life is about 23 years. Page 6 of the PowerPoint illustrates the pipeline bundle, the most important aspect of which is the

pipe-in-pipe flow line construction, which provides two levels of spill containment. Mr. Foley went on to explain that the space between the two pipelines is an annulus with a very slight vacuum. Any change in pressure would alert [Pioneer] that there is either a leak from the inner pipeline or of seawater from the outer pipeline. The pipeline can be shut down nearly instantaneously. Referring to page 7, Mr. Foley described the distinct difference of the [Oooguruk] project versus an onshore project by highlighting that all of the wells would be drilled within well bay modules, which are like steel containment boxes that would contain any leak and keep it from entering the Beaufort Sea. The aforementioned is accomplished with a sump in the bottom of the box that would collect any spilled fluid and ship it into a tank, down the pipeline for sales or re-inject it back into the reservoir.

MR. FOLEY, moving on to page 8, explained that every well drilled in both Nuiqsut and Kuparuk would be long, horizontal wells. In regards to whether it would be conceivable to drain the wells from an onshore location, he stated that although it may be in the realm of technical feasibility, economics don't allow it. He went on to say that Pioneer began to make a development decision about a year and a half ago, at which time Pioneer began numerous studies and started conversations with the regulatory communities. The aforementioned resulted in Pioneer assembling 27 studies to help it understand what it needed to do to protect the environment, help to optimize the design, and help educate the regulatory environment regarding Pioneer's intentions. He concluded by relating that Pioneer has developed a strong "relationship to work with that community."

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CHAIR THERRIault inquired as to the depth of the water where the island will be built.

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MR. FOLEY responded that the island is located in about four and a half feet of water; the entire transect of the pipeline at its deepest is seven and a half feet. He pointed out that the pipeline itself would be laid in an eight ft. trench, covered by six feet of material at all times.

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SENATOR WILKEN, referring to pages 9 and 2 of the PowerPoint presentation, inquired as to the location in the studies showing specific negative and/or positive impacts on the village of Nuiqsut.

MR. FOLEY responded that the two main concerns [of the Nuiqsut] are the proximity to the village and the impact that a project of this nature may have on the resident's subsistence way of life. He stated that there are several studies to help understand the impact of the project on caribou movement, whales and Arctic cisco. In addition to these studies, Pioneer has agreed to a mitigation fund to the Village of Nuiqsut. [Pioneer] would place money into the fund every year of the project and the subsistence users would be able to draw from the fund to offset any specific impacts, such as increased fuel costs due to seal movement.

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SENATOR WILKEN asked if there was a study with a list of impacts on the Village of Nuiqsut.

MR. FOLEY responded that there is not a specific list. He stated that although he could not say that the entire village is supportive, he related that the leadership in the village is supportive.

SENATOR WILKEN asked then if it is fair to say that after doing the 27 studies, there are no impacts on the village.

MR. FOLEY clarified "No expected negative impacts." In further response to Senator Wilken, Mr. Foley specified that the longevity of the subsistence fund is the field life, which is roughly 27 years. He explained that Pioneer will place \$50,000 each of those years and [that amount] will inflate over time.

MR. FOLEY, in response to Chair Therriault, clarified that every year Pioneer would make a \$50,000 inflation adjusted payment into that fund. In further response to Chair Therriault, Mr. Foley explained that the fund would be managed by a nonprofit organization established by the City of Nuiqsut, the Native village of Nuiqsut, and Kuukpik Native Corporation.

CHAIR THERRIAULT asked if they would still add money to the fund if there was no draw from it.

MR. FOLEY replied that yes, they would still add money to the fund. He explained that the fund would be managed by a non-profit organization that would be set up by the city of Nuiqsut, the Native village of Nuiqsut, and Kuukpik Native Corporation. Pioneer has no say on how the funds are used and must make a yearly payment regardless of whether or not funds are drawn. He said that he expects that a person would make a claim and if the [aforementioned nonprofit] thought the claim was legitimate, it would be [approved].

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BILL VAN DYKE, Acting Director, Division of Oil & Gas, Department of Natural Resources, stated that Pioneer's application for royalty reduction requested a flat 5 percent royalty on the leases listed in the application for the life of the field. Referring to a handout which maps the royalty modification area, he explained that there are nine individual leases in the area, four of which [ADL's 355036, 355037, 355038, 355039] have a fixed 12.5 percent royalty and a 30 percent net profit share. The five remaining leases [ADL's 389950, 389952, 389954, 389958, and 389959] have a fixed 16 2/3 percent royalty, with no net profit share. He stated that this is the status quo, comparing the Pioneer leases with other leases that have the same royalty and net profit share rate. Pioneer did not ask to modify the 30 percent net profit share. Mr. Van Dyke explained that most of the oil and gas resources lie in the net profit share leases. He conveyed that this is a unique characteristic, because most of the oil and gas that will be produced will be subject to a net profit share payment.

MR. VAN DYKE paraphrased from a handout titled "Oooguruk Development Royalty Modification Application-Preliminary Findings and Determination of the Commissioner of the Department of Natural Resources, December 16, 2005" (Preliminary Findings) pages 7-8, which read:

B. Royalty Modification Terms

1. Oooguruk Development royalty relief mechanism implemented as follows:

a. Five percent royalty rate in effect until ADL 355036 initially reaches payout.

- b. Four year royalty modification phase out:
After ADL 355036 initially reaches payout, the royalty rate on the leases will increase at the rate of 1.875% per year. At the end of the fourth year after initial NPS payout, the fixed royalty rate for ADL's 355036, 355037, 355038, and 355039 will be 12.5% and the NPS rate will remain at 30%, the fixed royalty rate for ADL's 389950, 389952, 389954, 389958, and 389959 will be 16.6667%.

- c. Although allowed under AS 38.05.180(j), no recapture mechanism for the State share shall be implemented.

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MR. VAN DYKE went on to say that if Pioneer does not go forward with this project, the royalty modification decision will be rescinded. In addition, if Pioneer can complete the project for less than 75 percent of the amount presented in the application, the royalty reduction application would be rescinded. He noted that there has been about \$80 million spent, to date, in exploration costs on the net profit share leases. Although DNR has not done an official net profit share lease audit, it has audited these numbers for other purposes, and therefore the department is comfortable with the numbers that Pioneer has provided. He explained that the \$80 million will be allocated amongst the four net profit share leases based on the resources, which he characterized as traditional methodology. He stated that number six on page 8 refers to the economic limit factor (ELF) that falls under the Department of Revenue's purview. Moving on, he explained that the commissioner of DNR would have to approve the transfer of the project to another company, adding that the transfer would not be approved if it was not in the best interest of the state.

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MR. VAN DYKE, in response to questions from Representative Kerttula, informed the committee that the well associated with ADL 355036 is certified as capable of production in paying quantities. However, under DNR's regulatory definition of "paying quantities" the well only needs to produce enough oil and gas to pay for operating costs and does not need to recover

construction costs. In this case, "certified capable of production in paying quantities" does not mean that Pioneer will earn a profit. The definition merely means that the company will cover the operating costs for the well specified.

REPRESENTATIVE KERTTULA asked how the royalty reduction statute has been applied in the past.

MR. VAN DYKE responded that this will be the first application in which DNR has proposed to do a royalty modification under AS 38.05.180(j).

MR. VAN DYKE, in response to questions from Chair Therriault, confirmed that there had been other discussions on royalty reduction, including one other application that was considered and denied. In regard to operating and transportation costs, he explained that DNR assumes that the operating costs will be normal, and DNR would consider paying for transportation costs.

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CHAIR THERRIAULT asked if once the well is certified in a lease, the lease is continued forever.

MR. VAN DYKE confirmed that the lease is continued, but stated that at any time the commissioner can order the well into production, at which time the well produces or the lease is terminated. In response to Representative Samuels, Mr. Van Dyke explained that the state lease form is the same in all circumstances and although there is a procedure to terminate, it will not happen overnight.

MR. VAN DYKE, in response to Representative Kerttula, confirmed that DNR did look at the economics of the leases and ruled in favor of the royalty reduction.

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COMMISSIONER MENGE, in response to the question regarding the royalty ramp, said:

If you could imagine the investment to bring a project like this online, and you're recouping back your dollars. And on the very day that your nose sticks above water, you have this chunk of royalty drop right back on you; it shoves you back down below water again. The point being here is that once they've

recouped, they go above water, then we will reengage the royalty engine at a pace that allows them to maintain some degree of profitability. It also recognizes that we've been collecting our royalty and also a net profit share. So, it's not like we're not getting anything, it's just a question of how you and the speed with which you engage the generating engine, so that it allows them a little time to recoup. You share in the recouping process.

REPRESENTATIVE KERTTULA surmised then that the state will always receive the net profit share on the leases that require it. She then inquired as to why the state is not going to request a refund on the royalty that was lost, although the state has the right to do so.

COMMISSIONER MENGE explained that because of the net profit share leases and the cash flow throughout the process, the department does not feel that it would be necessary to seek an additional refund.

REPRESENTATIVE KERTTULA pointed out that the net profit share was part of the original lease and the state would not be getting anything extra. The state, she surmised, is just foregoing any refund on the royalty even after the [lease] is fully producing and earning a royalty. She expressed concern that this is the first time the state has done this, and the state is not going to ask for its money back.

COMMISSIONER MENGE opined that every royalty reduction proposal will be different, and to be successful, each will need to be tailored to the particular project. He gave an example of a recent proposal, stating that it would be defined based on the need, physical conditions, and parameters associated with the royalty reduction, adding that there is no guarantee that the state would agree to the proposal. He explained that for the past 20 years, people have been looking at this prospect and have not been able to monetize it. He pointed out that [Pioneer] is willing to make the capital investment to move forward. If Pioneer is successful, the state will benefit, even if no profit is made. However, he acknowledged that the state may not benefit as much as it would have without the royalty reduction. He went on to highlight that the project is very challenged, and that [Pioneer] is taking a risk. He said "I think at the end of the day, we will turn out to have been far better of having done this, than not." He added that there will never be a "cookie-cutter" approach to royalty reduction because

the very issue of royalty reduction suggests that there are real challenges that need to be individually addressed.

CHAIR THERRIAULT, referring back to the four-year ramp up, commented that the state would be within its right to demand that the royalty kick back in immediately. Therefore, he requested further justification for that.

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MR. VAN DYKE responded that some define the payout as the point at which the dollar put in is returned, regardless of time value of money. Under the net profit share payout provision every dollar put in is returned, and furthermore [the company] is allowed to earn the prime rate on that dollar. He explained that this could be somewhere between six and eight cents per dollar, adding that the department doesn't believe that the energy industry is willing to consider six or eight percent return on the dollar as being profitable. The ramp up, he explained, recognizes this, and therefore gives them a little time for improvement.

CHAIR THERRIAULT asked if the \$80 million dollars is expenditures to date from all companies in the entire chain of ownership, and that number is being inflated by the prime rate.

MR. VAN DYKE confirmed that to be correct.

CHAIR THERRIAULT surmised that in the chain of ownership, if previous owners sold the acreage and lost money, the new owners could take advantage of the previous owners' expenditure.

MR. VAN DYKE agreed that this would provide an additional buffer, which is fully considered in the economic calculations.

SENATOR THOMAS WAGONER, Alaska State Legislature, inquired about the current status of the application that was denied, and the informal applications that were under consideration. He asked if there has been continued development or abandonment.

MR. VAN DYKE responded that they are all in production. He added that the Cook Inlet projects are offshore oil and are able to enjoy some royalty reduction through a mechanical royalty reduction process in statute. He likened [the situation] to that with XTO Energy, Inc. or Union Oil Company of California (Unocal). They do not have to apply to DNR to enjoy that [royalty reduction process], he noted. In further response to

Senator Wagoner, Mr. Van Dyke said that the [project] for which there was an application is located at Milne Point and is doing quite well.

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CHAIR THERRIAULT stated that if the oil fields are more productive, the development costs are lower than anticipated, or the price of oil is higher than anticipated, they would amortize the sunk fund faster. Therefore, the state would receive a royalty quicker and thus the converse would be true as well. The state is protected on the upside, while the company is protected on the downside. He expressed his belief that this is part of the appeal. In regard to the sanction date, he asked if the company would lose the lease itself or just the royalty reduction if it did not go forward on that date.

MR. VAN DYKE answered that the company would automatically lose the royalty reduction, after which it would be at the commissioner's discretion to order the leases into production. If the leases did not produce, the process to terminate the leases would begin. He added that whether or not the leases were ordered into production would be circumstance-specific.

CHAIR THERRIAULT inquired as to what would determine whether or not a company is actually moving forward with a project.

COMMISSIONER MENGE responded that it would be specific to the terms and conditions that exist. If prices were high and the company was not being diligent, he said the department would aggressively move to take the leases back. He related:

Pioneer will be only the third actual producer on the North Slope, if they're successful in this, so we want to do what we can to encourage. That does not mean giving the farm away.

COMMISSIONER MENGE specified that there would need to be a fairly compelling reason to take the lease away from a company that wants to build it as well as taking it away from a company that was "dragging their feet."

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MR. VAN DYKE, in response to questions from Chair Therriault, stated that the decision would be an administrative action by the commissioner and thus would be subject to appeal and could

be taken to court. He added that there are no arbitration or contract provisions outside of the lease agreement.

SENATOR STEDMAN referring to page 20, table 2 of the PowerPoint, asked if the second column would be revenue in millions to the state, at the price of \$33.

MR. VAN DYKE agreed, adding that they are discounted at 5 percent. In further response to Senator Stedman, Mr. Van Dyke explained that the table shows net profit share payments later in the life of the field, after the company has recovered its operating, drilling, and capital costs.

SENATOR STEDMAN expressed concerns regarding the calculations shown in the table because he understood the state to be giving up "some" in order to encourage development.

MR. VAN DYKE related that proportionally the state captures more revenue at the higher prices. He noted that due to the net profit share effects it isn't a linear calculation.

COMMISSIONER MENGE stated that the "proof is in the pudding", and that the department would be willing to go through it in more detail.

CHAIR THERRIAULT stated that it would be nice to see an economic modeling of runs showing a degree of progressivity at high prices.

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MR. VAN DYKE stated that Pioneer submitted an immense amount of information on the project, which DNR had independently evaluated. The department put this information, in addition to the capital and operating expenditures, into a traditional oil field cash-flow model that accounts for risk and uncertainty. The input information was varied, resulting in "expected cases," which include the high and the low estimates. He explained that DNR looked at many different options for royalty relief. The department decided to use the net profit share trigger because it considers the capital and operating costs, production rate, oil price, and also takes into account the timing for all of these factors. He said, "It seems to be the most comprehensive look at project economics."

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MR. VAN DYKE, in response to a question from Chair Therriault, stated that the Nuiqsut sand formation is well delineated from an exploration standpoint and sufficiently delineated to make this decision. He explained that DNR can't give a single estimate of the permeability, but the department has a reasonable idea of the properties of the field.

SENATOR STEDMAN asked if the department does an analysis to determine what point, when the market price advances, without economic incentives, it would be feasible to develop.

MR. VAN DYKE responded that such an analysis has been done, and the numbers from it could be shared in an executive session.

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COMMISSIONER MENGE said:

What we're doing here is looking at a process or a project that has simply been sitting there for so long, and looking at a way to bring it into production, not only to benefit the state, but certainly the people who work up there ... So, it's all net benefit to the state. The question is, can we, as a custodian of the resource, make a contribution to jump-start this process, and that's what royalty reduction is all about. It is not a perfect science, and as I said ... we will never be able to come up with a formula where we'll fill in all the blanks and it will "spit out" an answer saying "reduce royalty" or not. It's all going to be based on case-by-case and best judgment. And, the ability of Bill [Van Dyke] and his team who have worked on these things for years, to be able to weigh the pluses and the minuses, and make their recommendations to the commissioner - is always going to be the most crucial part of the process, and we will ... test them and challenge them I appreciate the questioning, because it's right to probe and ask questions. If we can't answer and defend, then perhaps we shouldn't have done it in the first place. So, we welcome this process, and I believe that with each one of these, I would ... fully expect the same ... review and inspection, and we would encourage that, as well. It's a good process, and if we're successful, we're going to have extra money in the coffers that never

would have been there, and a few people are going to have some jobs that they wouldn't otherwise have had.

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CHAIR THERRIAULT reiterated his earlier request to see graphs showing the progressivity of the project. In regard to the four year ramp-up, he asked if DNR had used an estimated value with the [cash-flow model] to determine what the expense would be for the state.

COMMISSIONER MENGE replied that he didn't believe so. He explained that this was a "judgment call" on his part, which he felt would be better for both the state and for [Pioneer] to engage at a slower pace.

MR. VAN DYKE stated his agreement with a recent Anchorage Daily News editorial, which stated the following:

The trick for the state is to provide just enough of an incentive to get the project done, but not more than is needed.

EXECUTIVE SESSION

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REPRESENTATIVE SAMUELS made a motion to move to executive session for the purpose of discussing confidential audit reports and the Oooguruk Development and Royalty Modification Confidential Information under AS 24.20.301 and Uniform Rule 22(b)(1). There being no objection, the committee went into executive session at [4:28:05 PM](#).

CHAIR THERRIAULT brought the committee back to order at 5:22 pm. Present at the call back to order were Senators Therriault, Green and Wilken and Representatives Samuels, Hawker, Joule, Kott, and Kerttula.

RELEASE OF FINAL AUDITS

[5:22:19 PM](#)

REPRESENTATIVE SAMUELS made a motion for the final audit for the Department of Military and Veteran's Affairs/Department of Administration, Alaska Land Mobile Radio Project; Department of

Public Safety, Council on Domestic Violence and Sexual Assault; and the Alaska Court System, Board of Governors of the Alaska Bar Association, Sunset Review to be released to the public for response.

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ADJOURNMENT

There being no further business before the committee, the Legislative Budget & Audit Committee meeting was adjourned at 5:23 PM.