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MEMORANDUM OF AGREEMENT

Between Alaska Ocean Observing System (AOOS) and the Seward Association for the Advancement of Marine Science doing business as the Alaska SeaLife Center (ASLC).

RE: Agreement to use Alaska SeaLife Center to provide fiscal sponsorship services to the Alaska Ocean Observing System.

I. BACKGROUND

A. The Alaska Ocean Observing System (AOOS) is the Integrated Ocean Observing System regional association for the Alaska region, operating under a Memorandum of Agreement (MOA) adopted by member organizations. The Seward Association for the Advancement of Marine Science (SAAMS), doing business as the Alaska SeaLife Center (ASLC), is a private non-profit organization operating a marine science facility in Seward, Alaska, and one of the founding members of AOOS and signatory to the AOOS MOA.

B. Since 2003 the ASLC has provided administrative and fiscal support services to AOOS, operating under informal agreements, and most recently, letters of agreement.

C. This Memorandum of Agreement, upon approval by the AOOS Board of Directors and the ASLC, supersedes all other agreements between AOOS and ASLC.

D. This agreement may be terminated by either party with 120-day notice.

II. The Alaska SeaLife Center agrees to:

A. Provide fiscal sponsorship for AOOS as described in this MOA for the period **July 1, 2022 through June 30, 2023**.

B. Employ those staff working exclusively on AOOS efforts and projects as employees of ASLC. Unless otherwise agreed by the ASLC and AOOS Boards those employees will continue to be tasked solely with AOOS duties. The AOOS Director reports directly to the AOOS Board for all strategic decision making. The AOOS Director will act on tactical and day to day operations as advised by the AOOS Board. The AOOS staff report directly to the AOOS Executive Director.

C. Provide fiscal, human resources, and other services for AOOS as described in Attachment A.

III. The Alaska Ocean Observing System agrees to:

A. Provide the responsibilities and services described in Attachment A.

B. Pay fees on a monthly basis to ASLC for such services.

1. For the primary NOAA cooperative agreement and for ASLC support in development, review and submission of other grant proposals, the annual rate will be $142,260 beginning July 1, 2022 with a 3% increase for subsequent annual

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contract renewals, which will include any amendments to the primary NOAA cooperative agreement that are considered core AOOS activities.

3. For other contracts and awards (including non-core projects that are part of the NOAA cooperative agreement but not part of the *IOOSREG* draw line), AOOS will include fiscal agent fees of 5% of direct costs if the award amount exceeds $100,000; includes more than 75% of total costs as subawards and/or contracts; and the average size of those subawards/contracts is at least $45,000.

4. The fee will be 10% of direct costs for all other contracts or awards.

5. The minimum fiscal agent fee on any contract or award will be $1000.

C. Adhere to financial and personnel policies and procedures as established.

IV. This agreement can be amended with both parties' concurrence at any time.

V. Signatures

Alaska Ocean Observing System

DocuSigned by:
Sheyna Wisdom
8807B0BD52D044C...
/ 6/28/2022
Sheyna Wisdom
Executive Director
Date

DocuSigned by:
Katrina Hoffman
FC4949F9404D4D5...
/ 6/29/2022
Katrina Hoffman
Board Chair
Date

Seward Association for the Advancement of Marine Science
dba Alaska SeaLife Center

DocuSigned by:
Tara L. Riemer
08C2339DAFBF445...
/ 6/28/2022
Tara L. Riemer, Ph.D.
President and CEO
Date

DocuSigned by:
Terry S. Lauck
23C018B3149F42B...
/ 6/29/2022
Terry S. Lauck
Chair, Board of Directors
Date

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ATTACHMENT A: AOOS and ASLC responsibilities

FUNCTION	AOOS RESPONSIBILITIES	ASLC RESPONSIBILITIES
General	Provide programmatic oversight for all AOOS activities and programs. AOOS board provides oversight of Executive Director, including hiring, compensation, benefits, evaluation and contractual terms. AOOS Executive Director oversees all other staff and staffing levels. Adhere to established policies and procedures. Suggest changes in policies and procedures as appropriate. Consult on accounting and grants management policies and procedures established by ASLC.	Establish administrative policies and procedures related to accounting, grants management, and personnel. Maintain all documents in accordance with ASLC grant document retention policies. Acknowledge all inquiries on a timely basis. Key fiscal agent staff be available for in-person meetings in Anchorage at least twice a year OR via distance video communication service.
Accounts Payable	Establish contact person for payable questions. Define signature authority for all invoices and reimbursements. Collect, organize, review, code and authorize vendor invoices, travel reimbursements and other payables. Reconcile credit card statements on monthly basis. Ensure appropriate documentation is attached to invoices.	Establish policies and procedures for Accounts Payable. Establish contact person for payable questions. Review invoices, coding and backup. Process payments. Prepare required 1099 forms at year end.
Personnel: payroll, HR Support	Adhere to AOOS personnel policies and procedures as clearly identified to staff. Keep human resources staff informed of hiring needs and plans. Collect and organize new hire information, including compensation. Conduct annual personnel evaluations and submit to ASLC. Collect and submit biweekly timesheets. Work with benefit plan administrators on enrollment and benefit issues. Pay any legal costs associated with personnel issues regarding AOOS staff.	Establish on personnel policies and procedures. Advise on new hire process. Process new hire information in timely manner. Maintain official personnel records. Provide payroll administration. Review timesheets and process payment. Track annual leave usage and earnings. Prepare W-2 forms at year end. Ensure all employees have current information about benefit package. Provide training and guidance on any personnel issues.

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		ASLC is responsible for all hiring, discipline, termination, benefits and administration of staff assigned to AOOS but except under exigent circumstances will take no specific actions with regard to those employees without first conferring with the AOOS Executive Director and as appropriate the AOOS Board of Directors.
Accounts Receivable	Ensure all invoicing information and coding is sent to ASLC.	Establish policies and procedures for Accounts Receivable. Collect and process receivables, including draw-down or invoicing of grant receivables.
Cash management	Forward any payments to ASLC upon receipt.	Maintain bank accounts to accept receivables and process payables. Provide short-term cash advances when payables must be processed prior to receipt of grant funding to cover those expenses.
Grant Reporting: financial	Prepare annual budgets. Review monthly financial reports. Approve any financial transfers or budget amendments.	Provide information on monthly expenditures from financial reporting software. Prepare and submit financial reports per grant requirements. Review any financial transfers or budget amendments.
Grant Reporting: programmatic	Prepare grant reports. Submit reports within established deadlines.	Make AOOS aware of pending reporting deadlines. Assist in submission of reports as requested.
Annual audit	Provide funds for annual audit, including prorated portion of travel expenses. Be available during audit to respond to questions from the auditors as needed. Review and approve audit drafts.	Retain auditor and oversee annual audit per federal audit requirements. Provide auditor w/information needed to conduct audit. Respond to any audit issues.
Pre-award grant functions	Notify ASLC of pending proposal submissions as soon as identified by providing the request for proposals. Develop draft grant proposals, budgets and other proposal	Assist with development of grant proposals and budgets. Review grant proposals for accuracy and completeness and submit on AOOS behalf.

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	documents and provide all drafts to ASLC for review preferably one week prior to submission deadlines, but no later than two days prior.	
Post-award grant functions	Prepare drafts and review final agreements for subawards and contracts. Review subawardee reports, monitoring for appropriate progress towards deadlines and deliverables. Send letters to subawardees who are non-compliant and delinquent on financial reporting, as requested by ASLC.	Oversee compliance with federal award conditions, federal and state laws, and audit requirements. Maintain complete set of grant files. Review drafts and assist with preparation of subawards and contracts. Monitor administrative and compliance aspects of subawards and contracts. Provide overall grant financial tracking, monitoring and reporting. Assist with award changes and special requests (e.g., international travel, no cost extensions)
Office space and equipment	Identify needs and provide funds for office space, parking and telephone and internet. Negotiate contracts for office space, parking and internet, currently as a sub lessee of NPRB. Provide these draft contracts to ASLC for review. Complete actual physical inventory of equipment as required.	Maintain official equipment inventory records. Review draft contracts. Ensure physical equipment inventories are completed in accordance with grant requirements.
Insurance	Provide funds for workers compensation, D&O and general liability insurance. Review draft policies.	Obtain and oversee workers compensation, D&O and liability insurance policies. Processes claims on insurance policies.