



Dr. Sheri Jeanne Tonn, Chair  
STATE OF WASHINGTON  
**BOARD OF PILOTAGE COMMISSIONERS**  
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**VIA ELECTRONIC MAIL**

4/30/18

Dear Chairwoman Tonn,

Puget Sound Pilots, is pleased to report that Shannon & Associates has completed their audit of the accompanying special-purpose consolidated financial statements of Puget Sound Pilots and Subsidiary (Pilot Technology Services). These statements include the special-purpose consolidated statements of assets, liabilities and pilot equity- modified accrual basis as of December 31, 2017 and 2016, and the related special-purpose consolidated statements of revenues, expenses and changes in pilots' equity- modified accrual basis and cash flows, and related notes to the statements. The Independent Auditors' Report reflects their opinion that the statements referred to above are presented fairly, in all material respects, and in accordance with the modified accrual basis of accounting used.

In addition, Shannon & Associates has completed their audit of information contained in the Supplemental Information Schedules. These schedules are provided to facilitate compliance with RCW 88.16. reporting requirements. As requested, our auditors have provided a letter expressing, in their opinion, this information is fairly stated in all material respects in relation to the special-purpose consolidated financial statements as a whole.

Puget Sound Pilots' also consulted with Shannon & Associates regarding continued efforts to improve our financial reporting to be more informative, transparent and aligned with normal and customary financial statement reporting and practices. This 2017 report further enhances notes, including reference to the new BPC self-insurance liability (SILA) items. In addition, based on the notes from our 5-11-17 meeting regarding RCW Reporting Compliance, PSP incorporated improvements to the "Schedule of Days of Service and Distribution of Pilotage Revenue and Expense" by enhancing and clarifying the Notes to the Schedule. As a result, we

believe the quality of the financial statements reporting and supplemental information schedules continue to improve.

We look forward to presenting the special-purpose consolidated financial statements of Puget Sound Pilots and Subsidiary for 2017-2016 and related information at the May 17th Commission meeting. We plan to have our tax account, Hale & Associates, in attendance.

Respectfully,



Linda Styrk  
Executive Director  
Puget Sound Pilots

CC: Jaimie Bever, BPC Executive Director  
Eric vonBrandenfels, PSP President

**PUGET SOUND PILOTS AND SUBSIDIARY**

**SPECIAL-PURPOSE CONSOLIDATED  
FINANCIAL STATEMENTS  
(MODIFIED ACCRUAL BASIS)**

**FOR THE YEARS ENDED  
DECEMBER 31, 2017 AND 2016**

## **PUGET SOUND PILOTS AND SUBSIDIARY**

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
Puget Sound Pilots  
Seattle, Washington

We have audited the accompanying special-purpose consolidated financial statements of Puget Sound Pilots (a voluntary association of sole proprietors and incorporated individuals) and Subsidiary, which comprise the special-purpose consolidated statements of assets, liabilities and pilots' equity - modified accrual basis as of December 31, 2017 and 2016, and the related special-purpose consolidated statements of revenues, expenses and changes in pilots' equity - modified accrual basis and cash flows - modified accrual basis for the years then ended, and the related notes to the special-purpose consolidated financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these special-purpose consolidated financial statements in accordance with the modified accrual basis of accounting described in Note 1; this includes determining that the modified accrual basis of accounting is an acceptable basis for preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these special-purpose consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the special-purpose consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special-purpose consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the special-purpose consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the special-purpose consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the special-purpose consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the special-purpose consolidated financial statements referred to above present fairly, in all material respects, the assets, liabilities, and pilots' equity of Puget Sound Pilots and Subsidiary, as of December 31, 2017 and 2016, and its revenues, expenses and changes in pilots' equity, and cash flows for the years then ended, in accordance with the modified accrual basis of accounting described in Note 1.

### **Basis of Accounting**

We draw attention to Note 1 of the special-purpose consolidated financial statements, which describes the basis of accounting. The special-purpose consolidated financial statements are prepared on the modified accrual basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

### **Restriction on Use**

This report is intended solely for the information and use of Puget Sound Pilots and the Puget Sound Pilotage Commission and is not intended and should not be used by anyone other than these specified parties.

*Shannon ? Associates, LLP*

Kent, Washington  
April 20, 2018

**PUGET SOUND PILOTS AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF ASSETS, LIABILITIES  
AND PILOTS' EQUITY - MODIFIED ACCRUAL BASIS  
DECEMBER 31, 2017 AND 2016**

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		<u>ASSETS</u>		
		<u>2017</u>	<u>2016</u>	<u>Increase (Decrease)</u>
1.	<b>CURRENT ASSETS</b>			
2.	Cash in banks	\$ 1,674,869	\$ 1,741,856	\$ (66,987)
3.	Accounts receivable, net of allowance for doubtful accounts of \$5,500 at each year end	2,471,361	2,421,042	50,319
4.	Prepaid expenses	<u>80,639</u>	<u>113,486</u>	<u>(32,847)</u>
5.	<b>TOTAL CURRENT ASSETS</b>	4,226,869	4,276,384	(49,515)
6.	<b>PROPERTY, BOATS AND EQUIPMENT</b>			
7.	Total building, boats, furnishings, and equipment	12,199,076	12,199,076	-
8.	Less accumulated depreciation and amortization	<u>11,000,246</u>	<u>10,599,068</u>	<u>401,178</u>
9.	<b>NET PROPERTY, BOATS AND EQUIPMENT</b>	1,198,830	1,600,008	(401,178)
10.	<b>OTHER ASSETS</b>			
11.	Loan fees, net of accumulated amortization of \$460 and \$4,728 as of 2017 and 2016	<u>690</u>	<u>1,722</u>	<u>(1,032)</u>
12.	<b>TOTAL ASSETS</b>	<u>\$ 5,426,389</u>	<u>\$ 5,878,114</u>	<u>\$ (451,725)</u>

The accompanying notes are an integral part of these special-purpose consolidated financial statements.

**PUGET SOUND PILOTS AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF ASSETS, LIABILITIES  
AND PILOTS' EQUITY - MODIFIED ACCRUAL BASIS  
DECEMBER 31, 2017 AND 2016**

**LIABILITIES AND PILOTS' EQUITY**

	2017	2016	Increase (Decrease)
<b>13. CURRENT LIABILITIES</b>			
14. Funds held in trust (See Note 3)	\$ 78,075	\$ 74,438	\$ 3,637
15. Accrued taxes	38,675	38,474	201
16. Retirement expense payable	377,505	352,772	24,733
17. Current portion of long-term liabilities	92,000	334,983	(242,983)
<b>18. TOTAL CURRENT LIABILITIES</b>	586,255	800,667	(214,412)
<b>19. LONG-TERM LIABILITIES, net of current portion</b>	206,997	299,000	(92,003)
<b>20. TOTAL LIABILITIES</b>	793,252	1,099,667	(306,415)
<b>21. PILOTS' EQUITY</b>			
22. December distributions payable to pilots	1,441,694	1,522,269	(80,575)
23. Reserved for operations	750,000	750,000	-
24. Reserved for working capital account	602,807	693,460	(90,653)
25. Remainder of pilots' equity	1,838,636	1,812,718	25,918
<b>26. TOTAL PILOTS' EQUITY</b>	4,633,137	4,778,447	(145,310)
<b>27. TOTAL LIABILITIES AND PILOTS' EQUITY</b>	\$ 5,426,389	\$ 5,878,114	\$ (451,725)

The accompanying notes are an integral part of these special-purpose consolidated financial statements.



**PUGET SOUND PILOTS AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF REVENUES, EXPENSES  
AND CHANGES IN PILOTS' EQUITY - MODIFIED ACCRUAL BASIS  
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

	<u>2017</u>		<u>2016</u>	
	Amount	Percent	Amount	Percent
1. <b>PILOTAGE REVENUE</b>	\$ 32,841,659	100.0 %	\$ 34,183,294	100.0 %
2. <b>OPERATING EXPENSES</b>				
3. Seattle office operating expense and administrative overhead	9,956,847	30.3	9,789,222	28.6
4. Boat operating expense	1,605,694	4.9	1,828,644	5.3
5. Port Angeles station operating expense	730,114	2.2	498,628	1.5
6. <b>TOTAL OPERATING EXPENSES</b>	12,292,655	37.4	12,116,494	35.4
7. <b>TRANSPORTATION FEES PAID DIRECTLY TO PILOTS</b>	1,029,520	3.1	1,097,809	3.2
8. <b>NET INCOME FROM POOLED OPERATIONS</b>	19,519,484	59.4	20,968,991	61.3
9. <b>OTHER INCOME</b>				
10. Interest income and finance charges	91,604	0.3	48,843	0.1
11. <b>BALANCE OF REVENUE POOL BEFORE DEDUCTIONS OF INDIVIDUAL PILOTS' BUSINESS EXPENSES</b>	19,611,088	59.7 %	21,017,834	61.5 %
12. <b>LESS PER DETAIL BELOW</b>				
13. Buy-ins and buy-outs, net	(90,653)		(280,219)	
14. All other payments to pilots	(19,665,745)		(21,001,359)	
15. <b>TOTAL DETAIL</b>	(19,756,398)		(21,281,578)	
16. <b>NET INCREASE (DECREASE) IN PILOTS' EQUITY</b>	(145,310)		(263,744)	
17. <b>BEGINNING PILOTS' EQUITY</b>	4,778,447		5,042,191	
18. <b>ENDING PILOTS' EQUITY</b>	\$ 4,633,137		\$ 4,778,447	

The accompanying notes are an integral part of these special-purpose consolidated financial statements.

**PUGET SOUND PILOTS AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS -  
MODIFIED ACCRUAL BASIS  
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

	<u>2017</u>	<u>2016</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
1. Balance of revenue pool before deductions of individual pilots' business expenses	\$19,611,088	\$21,017,834
Adjustments to reconcile balance of revenue pool to cash provided by operating activities:		
2. Depreciation and amortization	402,210	427,772
3. Decrease (increase) in net accounts receivable	(50,319)	244,352
4. Decrease (increase) in prepaid expenses	32,847	(17,275)
5. Increase (decrease) in funds held in trust (see Note 3)	3,637	(35,932)
6. Increase (decrease) in accrued taxes	201	(3,179)
7. Increase in retirement expense payable	<u>24,733</u>	<u>10,434</u>
8. NET CASH PROVIDED BY OPERATING ACTIVITIES	20,024,397	21,644,006
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
9. Purchase of property, boats, and equipment	-	(216,850)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
10. Principal payments on notes payable	(334,986)	(291,576)
11. Proceeds from notes payable	-	29,692
12. Payments from buy-in and buy-outs, net	(90,653)	(280,219)
13. Payments to members	<u>(19,665,745)</u>	<u>(21,001,359)</u>
14. NET CASH USED IN FINANCING ACTIVITIES	<u>(20,091,384)</u>	<u>(21,543,462)</u>
15. NET DECREASE IN CASH	(66,987)	(116,306)
16. Cash at beginning of year	<u>1,741,856</u>	<u>1,858,162</u>
17. Cash at end of year	<u>\$ 1,674,869</u>	<u>\$ 1,741,856</u>
<b>Supplemental disclosure of cash flow information</b>		
18. Interest paid	\$ 13,763	\$ 21,462

The accompanying notes are an integral part of these special-purpose consolidated financial statements.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 1.--NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Organization

The Puget Sound Pilots (PSP) is a voluntary association of sole proprietors and incorporated individuals. Their mission is to ensure against the loss of lives, loss of or damage to property and vessels, and to protect the marine environment by maintaining efficient and competent pilotage service on out State's inland waters within the Puget Sound Pilotage District. They pilot vessels under licenses issued by the U.S. Coast Guard and the State of Washington. Business is conducted in accordance with the Pilotage Act of the State of Washington and specified in RCW 88.16. Revenues are dependent on the tariff set by the Washington State Board of Pilotage Commissioners and the level of maritime traffic on these waters. Customers are international and domestic companies that pay established rates to utilize pilotage services within Puget Sound.

Principles of Consolidation

The special-purpose consolidated financial statements (also referred to as special-purpose financial statements) include the accounts of PSP and Pilot Technology Services, LLC (PTS), a wholly-owned subsidiary. Total PTS expenses are included in Seattle operating expenses. All significant intercompany transactions and balances have been eliminated. Unless otherwise noted, PSP refers to the consolidated entity.

PSP has an agreement with PTS under which PTS, having expertise in the area of technological assistance and education to marine pilots, can provide equipment, educational, and related services to pilots licensed in the State of Washington. Under the terms of the agreement, PSP pays PTS for providing equipment (PPUs) and related services to the pilots. Further, under a second agreement, PTS pays PSP for the cost of certain administrative services. PTS was closed and all assets disposed of in 2018. See Note 12.

The total expenses related to the PPU's of the combined entities for the years ended December 31, 2017 and 2016, were:

	<u>2017</u>	<u>2016</u>
Depreciation and amortization	\$ 233,792	\$ 286,768
Interest expense	2,604	9,502
Taxes - B&O	5,317	8,964
Taxes - Property	1,195	4,958
Administrative	96	1,015
Computer maintenance	<u>57,918</u>	<u>54,792</u>
	<u>\$ 300,922</u>	<u>\$ 365,999</u>

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 1.--NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Basis of Accounting and Reporting

The accompanying special-purpose consolidated financial statements have been prepared on the modified accrual basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles. That basis differs from accounting principles generally accepted in the United States of America in that payments to vendors are recognized when paid instead of when goods or services are received. Also, payments to employees and the executive director for compensated absences (sick leave) are recognized when paid instead of when the leave is earned, and payments to pilots for compensated absences (vacation, comp and sick leave), retirement, major medical and redemption of member ownership interests (buy-outs) are recognized when paid rather than when the leave is earned or liability incurred. See Notes 6 and 10 for unrecorded liabilities.

Revenue Recognition

Pilotage revenue is recognized on the accrual basis of accounting when services are performed. Pilotage services are invoiced to their commercial customers in accordance with the tariff regulated by the Washington State Board of Pilotage Commissioners (WAC 363-116-300). The tariff is evaluated annually. The tariff is designed to cover current operating costs and liabilities and to provide competitive compensation for pilots.

Cash and Cash Equivalents

Cash in banks for purposes of the consolidated statements of cash flows, includes checking accounts, money market accounts, and certificates of deposit.

Accounts Receivable and Credit Policies

Accounts receivable are customer obligations due under trade terms requiring payment within 30 days from the invoice date. Accounts receivable are stated at the amount billed to the customer.

Finance charges are accrued at 1.5% monthly if payment is not made within the normal payment terms. Accounts over 90 days were \$202,288 and \$264,812 at December 31, 2017 and 2016, respectively.

PSP establishes an allowance for uncollectible trade accounts receivable based on historical collection experience and management's evaluation of collectability of outstanding accounts receivable.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 1.--NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Property, Boats, and Equipment

Building, boats, furnishings and equipment are carried at cost. Depreciation and amortization of these assets is provided by the straight-line method over the assets' estimated useful lives which range from 3 to 39 years.

Effective January 1, 2014, PSP instituted a policy under which expenditures of \$5,000 or more representing major improvements, replacements or extension of useful lives of property, boats, furnishings and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. Major boat and engine repairs are expensed as incurred. Upon sale or retirement of property, boats, furnishings and equipment, the cost and related accumulated depreciation are eliminated from the respective accounts and the resulting gain or loss is included in the results of operations.

Depreciation and amortization for the years ended December 31, 2017 and 2016, was \$402,210 and \$427,772, respectively.

Other Assets

Loan fees are recorded at cost and amortized on the straight-line basis over the life of the loan.

Income Taxes

As a voluntary association of sole proprietors and incorporated individuals, the PSP files a US Partnership Return of Income, which is informational in nature. The income and expense of the PSP includes only items relating to the business of the PSP which pass on to the individual or corporate income tax returns of the pilots. Pilots are responsible for their own income, social security and Medicare taxes. Accordingly, no provision for federal income taxes is represented in the special-purpose consolidated financial statements.

PSP asserts on all filings with the Internal Revenue Service that it is a voluntary association of individual persons and corporations and is not a partnership for any purpose whatsoever, including taxation, per a 1954 IRS directive.

PSP measures and recognizes the implications of positions taken or expected to be taken in its tax returns on an ongoing basis in accordance with income tax guidance. PSP had no unrecognized tax benefits or liabilities and no adjustments to its financial position, results of operations or cash flows related to uncertain tax positions taken for the years ended December 31, 2017 and 2016. PSP is no longer subject to federal, state or local income tax examinations by tax authorities for years prior to 2014. If assessed, PSP recognizes penalties and interest associated with tax matters as part of operating expenses.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 1.--NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Use of Estimates

The preparation of special-purpose consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the special-purpose consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**NOTE 2.--PROPERTY, BOATS AND EQUIPMENT**

Property, boats and equipment are summarized as follows:

	<u>2017</u>	<u>2016</u>
Port Angeles station building	\$ 2,104,532	\$ 2,104,532
Port Angeles station furnishings and equipment	153,542	153,542
Boat "Juan de Fuca"	3,229,434	3,229,434
Boat "Puget Sound"	3,718,327	3,718,327
Seattle office furnishings, furniture and equipment, including computers	1,756,010	1,756,010
Portable pilot units	1,141,572	1,141,572
Portable radio equipment	<u>95,659</u>	<u>95,659</u>
	12,199,076	12,199,076
Less accumulated depreciation and amortization	<u>11,000,246</u>	<u>10,599,068</u>
	<u>\$ 1,198,830</u>	<u>\$ 1,600,008</u>

**NOTE 3.--FUNDS HELD IN TRUST - TRAINING SURCHARGE, SELF-INSURANCE LIABILITY PREMIUM AND GRAYS HARBOR PENSION**

Funds held in trust at December 31, 2017 and 2016, consisted of the following:

	<u>2017</u>	<u>2016</u>
Pilotage Commission Trust - training surcharge	\$ 52,280	\$ 65,135
Pilotage Commission self-insurance premium	17,760	-
Grays Harbor pensions payable	8,035	9,145
Miscellaneous	<u>-</u>	<u>158</u>
	<u>\$ 78,075</u>	<u>\$ 74,438</u>

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 3.-- FUNDS HELD IN TRUST - TRAINING SURCHARGE, SELF-INSURANCE LIABILITY PREMIUM AND GRAYS HARBOR PENSION (Continued)**

Pilotage Commission Trust - Training Surcharge

PSP acts as a fiduciary agent for the Washington State Board of Pilotage Commissioners (Commission) and collects a training surcharge on behalf of the Commission. This fee is set by the Commission and is invoiced by PSP on a per-assignment basis. The funds are scheduled to be transmitted by PSP to the Commission on a monthly basis.

Training surcharge detail for years ended December 31, 2017 and 2016, consisted of the following:

	<u>2017</u>	<u>2016</u>
Training surcharge billed to customers (excluded from Pilotage Revenue on Page 7)	\$ 499,455	\$ 457,800
Training surcharge collected from customers	505,365	474,155
Collected and due to Pilotage Commission at December 31, 2017 and 2016	33,015	39,960
Billed and uncollected amounts due to Pilotage Commission at December 31, 2017 and 2016	23,265	29,175

Pilotage Commission Trust – Self-insurance Liability Premium

PSP acts as a fiduciary agent for the Washington State Board of Pilotage Commissioners (Commission) and collects a self-insurance liability account (SILA) surcharge on behalf of the Commission. This fee was established as a result of the Washington legislative action in 2017.

In order to promptly comply with the provisions described in the Engrossed Senate bill 5096 Sec. 108, effective May 18, 2017, the Commission filed a new rule under emergency provisions. A public hearing was held at a future date in order to permanently adopt the rule, WAC 363-116-301 New Revenue Collection: Effective May 18, 2017 through June 30, 2019, Engrossed Senate Bill No. 5096 Section 108, the board of pilotage commissioners is appropriated \$1,100,000 from the multimodal transportation account solely for self-insurance liability premium expenditures. This appropriation requires three stipulated conditions: 1) The Puget Sound Pilots shall pay to the board, from its tariffs, \$150,000 annually on July 1, 2017 and July 1, 2018. 2) The board shall maintain the Puget Sound pilotage tariff at the rate which became effective on January 1, 2017. 3) A self-insurance premium surcharge of \$16 shall be added to each Puget Sound pilotage assignment on all vessels requiring pilotage. The Puget Sound Pilots shall remit the total amount of such surcharge generated to the board by the 10<sup>th</sup> of each month. The surcharge is in effect from July 1, 2017 through June 30, 2019.

**PUGET SOUND PILOTS AND SUBSIDIARY  
NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 3.-- FUNDS HELD IN TRUST - TRAINING SURCHARGE, SELF-INSURANCE  
LIABILITY PREMIUM AND GRAYS HARBOR PENSION (Continued)**

Self-insurance premium surcharge payable detail for years ended December 31, 2017 and 2016, consisted of the following:

	<u>2017</u>	<u>2016</u>
Self-insurance premium surcharge billed to customers excluded from Pilotage Revenue on Page 7)	\$ 58,880	\$ -
Self-insurance premium surcharge collected from customers	50,688	-
Collected and due to Pilotage Commission at December 31, 2017	9,568	-
Billed and uncollected amounts due to Pilotage Commission at December 31, 2017	8,192	-

Grays Harbor Pension Payable

Following a public hearing on August 9, 2001, the Washington State Board of Pilotage Commissioners, by lawful motion, directed “that funds derived from the application of the Grays Harbor Pilotage District tariff (Pension Charge) for the purposes of offsetting a proportionate share of pension expenses will be remitted to Puget Sound Pilots for payment to retirees of the Grays Harbor Pilotage District and that Puget Sound Pilots will include reporting of the revenue and expenses in their annual audited Financial Statements.” Subsequent to year end, an agreement was reached in which the Puget Sound Pilots would no longer pay the pension on behalf of Grays Harbor. See note 12.

1. Grays Harbor Pilotage District Pension Charge revenue (included in Pilotage Revenue, Page 7)	<u>\$ 137,004</u>
2. Grays Harbor Pilotage District Pension expense (included in Seattle Office Operating Expense and Administrative Overhead, Page 7)	<u>\$ 100,861</u>

Detail of Grays Harbor Pension Expense

a. Mrs. N. Dietrich	\$ 4,440
b. Capt. J.M. Hoyne	39,010
c. Capt. B. Watson	57,411



**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 4.--LONG-TERM LIABILITIES**

Long-term liabilities at December 31, 2017 and 2016, consisted of the following:

	2017	2016
PPU note payable to bank secured by PSP assets bearing interest at 1.50% plus the lender's cost of funds (total rate of 2.34% at December 31, 2017 and 2016), monthly payments of \$24,298 began November 1, 2013, and matured November 1, 2017.	\$ -	\$ 242,983
Dispatch software note payable to bank secured by PSP assets bearing interest at 1.50% plus the lender's cost of funds (total rate of 3.16% at December 31, 2017 and 2016), monthly payments of \$6,022 began May 1, 2016, maturing April 1, 2021.	298,997	391,000
	298,997	633,983
Less current portion	92,000	334,983
Total long-term liabilities	\$ 206,997	\$ 299,000

PTS had obtained the PPU note payable described above for the purchase of certain equipment and services. PSP was guarantor on the note. Generally, all the assets of PSP and PTS served as collateral for the borrowing. The terms of the loan required PSP, as a guarantor, to meet certain covenants.

Those covenants included maintaining cash and marketable securities having a value of at least \$500,000 and a minimum increase of \$1 in the pilot's equity measured at the fiscal year end. The agreement also required PSP to provide periodic and annual financial statements prepared in accordance with generally accepted accounting principles. The bank has been previously provided with these special-purpose consolidated financial statements prepared in accordance with the modified accrual basis of accounting.

PSP obtained a term note for the dispatch software note payable described above. The loan allowed for draws up to \$460,000 up to the conversion date which was April 1, 2016.

Total interest expense on all borrowings was \$13,763 and \$21,462 for the years ended December 31, 2017 and 2016.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 4.--LONG-TERM LIABILITIES (Continued)**

Estimated future maturities of notes payable are as follows:

<u>Years ending December 31,</u>	
2018	\$ 92,000
2019	92,000
2020	92,000
2021	22,997
2022	-
Thereafter	-
	<u>\$ 298,997</u>

**NOTE 5.--LINE OF CREDIT**

PSP has a line of credit with a bank in the amount of \$500,000 due September 30, 2018. There was no balance outstanding at December 31, 2017 and 2016. The agreement requires PSP to maintain cash and marketable publicly traded securities with a value of at least \$500,000 as of the last day of each quarter. Accounts, equipment, and other assets were security for the line. The agreement also requires PSP to provide periodic and annual financial statements prepared in accordance with generally accepted accounting principles. The bank has been provided with these special-purpose consolidated financial statements prepared in accordance with the modified accrual basis of accounting.

**NOTE 6.--RETIREMENT PLANS AND UNRECORDED LIABILITY - PILOTS AND FORMER EXECUTIVE DIRECTOR**

A retirement program, identified as Plan 1, was adopted in 1982 and most recently amended in August 2006. The program provides each retired pilot and a former executive director an annual income (paid monthly) of 1.50% of the average of the final three years Target Net Income, as established by the Pilotage Commission (or actual average net income for any year in which there is no target net income) multiplied by the number of years of service.

Pilots who retired between December 31, 1978, and December 31, 1981, participate in a retirement plan known as the "Retirement Agreement of 1978." Members who retired prior to that date participate in a lesser plan known as the "Trust Contract." Surviving spouses of members receive a benefit equal to 50% of the member's entitlement.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 6.--RETIREMENT PLANS AND UNRECORDED LIABILITY - PILOTS AND FORMER EXECUTIVE DIRECTOR (Continued)**

As part of an agreement with the Pilotage Commission, PSP is paying retirement benefits for the retirees of the Grays Harbor Bar Pilots. The cost was partially offset by a one-time tariff increase of \$8.00 in the LOA rate in 2001 as well as a Grays Harbor pension charge of \$528 per assignment (effective January 1, 2017) and \$463 per assignment (effective January 1, 2016), respectively, paid by the Port of Grays Harbor to PSP. See also Notes 3 and 12.

Retirement payments are made from currently earned PSP income. There is no fund for satisfaction of future retirement income; and at December 31, 2017 and 2016, there were no assets set aside and available for future benefits. From 1967 to 2006, the Commission reimbursed the annual ongoing cost of the pilot retirement plans with funds from the tariff. Since then, the Commission has taken the added cost of the retirement plan into account when setting the tariff. Management believes the Commission will continue to provide adequate funds, directly or indirectly, in the tariff for the annual funding of the retirement plan expense. An estimate of the unfunded retirement program liability as of December 31, 2017 and 2016, has not been determined. See Note 10 for further discussion of unrecorded liabilities.

**NOTE 7.--RETIREMENT PLANS - EMPLOYEES**

Eligible employees are members of the Inlandboatmen's Union of the Pacific (Union). The Union sponsors a contributory 401(k) plan so that employees may contribute a portion of their pretax income into a retirement plan. All Union employees are eligible to participate upon commencing employment. PSP does not sponsor or contribute to the Union's 401(k) plan. See Note 11 for Union pension information.

In December 2015, PSP set up a 401(k) plan for all non-union employees. The plan allows for elective deferrals and provides a safe harbor match and discretionary profit sharing contribution. PSP contributions to the Plan for 2017 and 2016 were \$30,980 and \$28,452, respectively.

**NOTE 8.--LEASES**

Port Angeles Station

A building serving as a boarding and boat station is constructed on tidelands leased from the State of Washington. PSP has a lease with the State of Washington Department of Natural Resources that expires June 2021. The lease contains an 8-year renewal option. Rent expense related to this lease for 2017 and 2016 was \$4,310 and \$4,001, respectively.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 8.--LEASES (Continued)**

Seattle Office

The dispatching and management headquarters is leased for seven years ending October 31, 2019, and has a five-year extension option. The lease has annual increases in rental rate per square foot. Rent is expensed as incurred and not amortized ratably over the lease term. Rent expense related to this lease for 2017 and 2016 was \$103,940 and \$99,320, respectively.

The following is a schedule of future minimum lease payments for non-cancelable operating leases with a term greater than one year as of December 31, 2017:

<u>Years ending December 31,</u>	
2018	\$ 89,577
2019	76,791
2020	3,543
2021	3,543
2022	-
Thereafter	-
	<u>\$ 173,454</u>

Total Leases

Total rent expense for all leases including parking, which is on a month-to-month agreement, was \$125,516 and \$121,846 for 2017 and 2016.

**NOTE 9.--CONCENTRATIONS**

PSP maintains cash balances in certain financial institutions that may, at times, exceed limits insured by the FDIC.

PSP does not believe that it is exposed to significant credit risk on cash and cash equivalents as deposits are maintained in high quality financial institutions and PSP has not experienced any losses in such accounts.

One customer accounted for approximately 11% of accounts receivable at December 31, 2017. No customer accounted for more than 10% of accounts receivable at December 31, 2016.

PSP derives its income from services performed within Puget Sound waters. Any disruption of ship travel within this region may significantly affect revenues and services.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 10.--UNRECORDED LIABILITIES**

As noted in Note 1, these special-purpose financial statements are prepared on the modified accrual basis of accounting. This method of accounting and reporting permits PSP to present these special-purpose consolidated financial statements without recording the related liability for goods and services received but not paid, employee services earned but not paid, and the various pilot services earned but not paid. Thus, PSP is on a “pay-as-you-go” basis for most liabilities.

Had PSP recorded the present value of these future obligations at the time the goods were received, services performed or liability incurred, at the respective balance sheet dates, PSP would report in these financial statements a deficiency of assets, i.e., liabilities would exceed assets and thus pilots’ equity would be negative (line 26, page 6).

The following are unrecorded liabilities at December 31, 2017 and 2016:

Individual pilots earn respite time in paid days for working engagements during the two-week off part of their two-week on (duty)/two-week off (respite) watch periods. In addition, members receive a two-week vacation each year. Whenever the volume of shipping requires, members on respite or vacation may be called back to perform assignments during their off duty (respite) period and be credited with a comp day.

Comp day value at December 31, 2017, was approximately \$5,583,894 compared with approximately \$6,206,368 at December 31, 2016.

Annual unpaid vacation value at December 31, 2017, was approximately \$935,990 compared with approximately \$1,018,326 at December 31, 2016.

Historical experience indicates that some members receive comp day pay in the periods immediately after the end of their pilotage service. Historically, when setting the tariff, the Commission has considered pilots using comp days under these circumstances to be active pilots for purposes of determining how many pilots the tariff needs to fund.

Currently, PSP treats these payments to pilots without a license as an operating expense. Historically, funds to pay the cost to PSP of these comp days have been provided by the tariff. Management has no reason to believe that this will change in the future. In addition, the value of a comp day is directly related to the earnings of an active pilot (balance of pilotage revenue pooled per pilot). If those earnings adjust up or down, the value of the comp day - and the amount of the unrecorded liability associated with it - adjusts up or down by the same amount.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 10.-UNRECORDED LIABILITIES (Continued)**

PSP's major medical plan provides for a continuation of full-share distributions for up to six watches to pilots who, due to illness or injury, are physically unable to pilot. During 2017 and 2016, .9 and 5.6 monthly payments, respectively, were made to different pilots under this operating rule. An estimate of the liability for major medical as of December 31, 2017 and 2016, has not been determined.

As pilots retire, PSP buys them out over a period of time. As of December 31, 2017, and 2016, the amount due to retired pilots under the buyout is approximately \$3,083,739 and \$3,340,809, respectively.

Redemption of pilot ownership interest for pilots being paid out as of December 31, 2017, due for each of the next five years and in the aggregate, are as follows:

<u>Years ended December 31,</u>	
2018	\$ 957,331
2019	829,327
2020	679,594
2021	374,100
2022	141,727
Thereafter	<u>101,660</u>
	<u>\$3,083,739</u>

All Union employees earn vacation and sick leave in accordance with the Union contract. Employees are entitled to 6 days of sick leave per year and may only carry forward a maximum of 90 days.

The Executive Director earns vacation and sick leave in accordance with their contract. Unused sick leave may carryover from one year to another and may accrue up to a maximum of 90 days. An estimate of the liability for employee and Executive Director compensated absences as of December 31, 2017 and 2016, has not been determined.

**NOTE 11.-COMMITMENTS AND CONTINGENCIES**

In October 2011, PSP signed a labor agreement with the Inlandboatmen's Union of the Pacific which was effective from January 1, 2011, to December 31, 2015. The contract was extended through November 30, 2017. See also Note 12.

**PUGET SOUND PILOTS AND SUBSIDIARY**  
**NOTES TO SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED DECEMBER 31, 2017 AND 2016**

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**NOTE 11.-COMMITMENTS AND CONTINGENCIES (Continued)**

PSP contributes to the Union's Trust, the purpose of which is to provide for hospital, medical, dental, vision care, time loss and life insurance benefits for all Union employees. Contributions to the Trust were \$281,072 and \$275,758 for the years ended December 31, 2017 and 2016, respectively, and are recorded on the cash basis in the accompanying special-purpose consolidated financial statements.

PSP also contributes to the Union's Trust, the purpose of which is to provide pensions and annuities for the benefit of employees who qualify under the provisions of the Union's retirement plan (Inlandboatmen's Union of the Pacific National Pension Plan) and to provide benefits to the beneficiaries of the employees. Contributions to the trust were \$112,393 and \$121,897 for the years ended December 31, 2017 and 2016, respectively, and are recorded on the cash basis in the accompanying special-purpose consolidated financial statements. Contributions include supplemental contributions under the Rehabilitation Plan adopted by the Union of .05% per year.

Under the terms of the Union contract, PSP makes "defined contributions" and not "defined benefits." PSP does not consent to the existence or maintenance of any funding deficiency. Accordingly, PSP's liability is limited to the making of contributions as prescribed by the agreement.

**NOTE 12.-SUBSEQUENT EVENTS**

In 2018 the Puget Sound Pilots (PSP) obtained a new operating lease for new equipment and Pilot Technology Services, LLC (PTS) was closed.

Effective January 1, 2018 a collective bargaining agreement between the Puget Sound Pilots (PSP) and the Inlandboatmen's Union of the Pacific was contracted effective January 1, 2018 through June 30, 2021.

An agreement was reached that beginning in April 2018 the Puget Sound Pilots (PSP) will no longer collect and pay the pension for Grays Harbor.

The Washington State legislature passed a bill (SB 6519) revising the establishment of marine pilotage tariffs that was signed into law on March 15, 2018. The law transfers the function of marine pilotage rate-setting from the Board of Pilotage Commissioners to the Utilities and Transportation Commission, beginning July 1, 2019. As a result, Puget Sound Pilots anticipates additional attorney, CPA, consultant and related incremental expenses in 2018 through 2019 to prepare and adapt to this transfer.

Management has evaluated subsequent events through April 20, 2018, the date which the financial statements were available to be issued.



## INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors  
Puget Sound Pilots  
Seattle, Washington

We have audited the special-purpose consolidated financial statements of Puget Sound Pilots (a voluntary association of sole proprietors and incorporated individuals) and Subsidiary as of and for the years ended December 31, 2017 and 2016, and our report thereon dated April 20, 2018 which expressed an unmodified opinion on those financial statements, appears on pages 3- 4. Our audit was conducted for the purpose of forming an opinion on those financial statements as a whole. The Schedule of Days of Service and Distribution of Pilotage Revenue and Expense, Schedule of Retirement Income for Inactive Pilots and Widows of Deceased Pilots, Schedule of Seattle Office Operating Expense and Administrative Overhead, Schedule of Boat Operating Expense, Schedule of Port Angeles Station Operating Expense and the Schedule of Employees are presented for purposes of additional analysis and are not a required part of the special-purpose consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the special-purpose consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the special-purpose consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the special-purpose consolidated financial statements or to the special-purpose consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the special-purpose consolidated financial statements as a whole.

### Restriction on Use

This report is intended solely for the information and use of Puget Sound Pilots and the Puget Sound Pilotage Commission and is not intended and should not be used by anyone other than those specified parties.

*Shannon & Associates, LLP*

Kent, Washington  
April 20, 2018



PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF DAYS OF SERVICE AND DISTRIBUTION OF PILOTAGE REVENUE AND EXPENSE

Year Ended December 31, 2017

Pilot Name	(1)	(2)		(3)	(4)		(5)***
	Days of Service	Credit for Pilotage Revenue	Operating Expense	Charge for Other Expense	Charge for Other Expense	Annual earnings after deductions	
1. Capt. D.S. Anaker .....	365	\$ 626,291	\$ 234,421	\$	30,883	\$	360,987
2. Capt. M. Anthony .....	365	626,291	234,421		30,883		360,987
3. Capt. J.E. Arnold .....	365	626,291	234,421		30,883		360,987
4. Capt. M.E. Blake* .....	271	464,988	174,054		22,928		268,006
5. Capt. B. Bouma .....	365	626,291	234,421		30,883		360,987
6. Capt. D. Brouillard .....	365	626,291	234,421		30,883		360,987
7. Capt. D. Brusco .....	365	626,291	234,421		30,883		360,987
8. Capt. J. Bujacich .....	365	626,291	234,421		30,883		360,987
9. Capt. I. Carlson .....	365	626,291	234,421		30,883		360,987
10. Capt. W.M. Carley .....	365	626,291	234,421		30,883		360,987
11. Capt. J. Carstensen .....	365	626,291	234,421		30,883		360,987
12. Capt. F.A. Coe .....	365	626,291	234,421		30,883		360,987
13. Capt. S.T. Coleman .....	365	626,291	234,421		30,883		360,987
14. Capt. T. Coryell .....	365	626,291	234,421		30,883		360,987
15. Capt. L.P. Emerson .....	365	626,291	234,421		30,883		360,987
16. Capt. F. Engstrom .....	365	626,291	234,421		30,883		360,987
17. Capt. V. Engstrom* .....	319	547,361	204,878		26,991		315,492
18. Capt. J.T. Galvin .....	365	626,291	234,421		30,883		360,987
19. Capt. P.A. Giese* .....	334	573,099	214,511		28,260		330,328
20. Capt. D. Grobschmit .....	<u>365</u>	<u>626,291</u>	<u>234,421</u>		<u>30,883</u>		<u>360,987</u>
Subtotal Forward .....	7,129	\$ 12,232,395	\$ 4,578,600	\$	603,190	\$	7,050,605

\* Pilot is retired as of December 31, 2017

\*\* Pilot started in 2017

\*\*\* Amount does not include individual income and social security taxes and does not include Port Angeles transportation payments

Formula for column (5) = (2) - (3) - (4)

PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF DAYS OF SERVICE AND DISTRIBUTION OF PILOTAGE REVENUE AND EXPENSE

Year Ended December 31, 2017

Pilot Name	(1) Days of Service	(2) Credit for Pilotage		(3) Charge for		(4) Charge for		(5)*** Annual earnings after deductions
		Revenue	Operating Expense	Operating Expense	Other Expense	Other Expense	Other Expense	
Subtotal Forward.....	7,129	\$ 12,232,395	\$	4,578,600	\$	603,190	\$	7,050,605
21. Capt. J. Hannuksela .....	365	626,291		234,421		30,883		360,987
22. Capt. J.B. Harris.....	365	626,291		234,421		30,883		360,987
23. Capt. D. Henderson** .....	174	298,561		111,751		14,722		172,088
24. Capt. B.F. Henshaw.....	365	626,291		234,421		30,883		360,987
25. Capt. P. V. Hunter**.....	80	137,269		51,380		6,769		79,120
26. Capt. G. D. Hurt*.....	330	566,236		211,942		27,922		326,372
27. Capt. B. R. Jensen.....	365	626,291		234,421		30,883		360,987
28. Capt. J. Kalvoy.....	365	626,291		234,421		30,883		360,987
29. Capt. J. Kearns.....	365	626,291		234,421		30,883		360,987
30. Capt. N.T. Kelleher.....	365	626,291		234,421		30,883		360,987
31. Capt. P.S. Kelly.....	365	626,291		234,421		30,883		360,987
32. Capt. E.C. Klapperich .....	365	626,291		234,421		30,883		360,987
33. Capt. E.C. Lichty.....	365	626,291		234,421		30,883		360,987
34. Capt. B. Lowe.....	365	626,291		234,421		30,883		360,987
35. Capt. W. Lowery .....	365	626,291		234,421		30,883		360,987
36. Capt. E. Marmol.....	365	626,291		234,421		30,883		360,987
37. Capt. D. W. Mayer.....	365	626,291		234,421		30,883		360,987
38. Capt. S.E. Moreno.....	365	626,291		234,421		30,883		360,987
39. Capt. S. Mork*.....	269	461,568		172,765		22,760		266,043
40. Capt. R.A. Myers**.....	<u>34</u>	<u>58,339</u>		<u>21,836</u>		<u>2,877</u>		<u>33,626</u>
Subtotal Forward.....	13,491	\$ 23,148,733	\$	8,664,589	\$	1,141,485	\$	13,342,659

\* Pilot is retired as of December 31, 2017

\*\* Pilot started in 2017

\*\*\* Amount does not include individual income and social security taxes and does not include Port Angeles transportation payments

Formula for column (5) = (2) - (3) - (4)

PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF DAYS OF SERVICE AND DISTRIBUTION OF PILOTAGE REVENUE AND EXPENSE

Year Ended December 31, 2017

Pilot Name	(1)	(2)		(3)	(4)		(5)***
	Days of Service	Credit for Pilotage Revenue	Operating Expense	Charge for Other Expense	Charge for Other Expense	Annual earnings after deductions	
Subtotal Forward.....	13,491	\$ 23,148,733	\$ 8,664,589	\$ 1,141,485	\$ 1,141,485	\$ 13,342,659	
41. Capt. A. J. Newman.....	365	626,291	234,421	30,883	30,883	360,987	
42. Capt. C. F. Rounds**.....	174	298,561	111,751	14,722	14,722	172,088	
43. Capt. D.A. Sanders.....	365	626,291	234,421	30,883	30,883	360,987	
44. Capt. J. T. Scoggins.....	365	626,291	234,421	30,883	30,883	360,987	
45. Capt. J.C. Scragg.....	365	626,291	234,421	30,883	30,883	360,987	
46. Capt. J.R. Semler.....	365	626,291	234,421	30,883	30,883	360,987	
47. Capt. S.D. Semler .....	365	626,291	234,421	30,883	30,883	360,987	
48. Capt. S.A. Seymour.....	365	626,291	234,421	30,883	30,883	360,987	
49. Capt. D.L. Shaffer.....	365	626,291	234,421	30,883	30,883	360,987	
50. Capt. J.A. Shaffer.....	365	626,291	234,421	30,883	30,883	360,987	
51. Capt. M.J. Shuler.....	365	626,291	234,421	30,883	30,883	360,987	
52. Capt. W.J. Sliker.....	365	626,291	234,421	30,883	30,883	360,987	
53. Capt. D. Soriano.....	365	626,291	234,421	30,883	30,883	360,987	
54. Capt. G.P. Thoreson .....	365	626,291	234,421	30,883	30,883	360,987	
55. Capt. E.M. VonBrandenfels.....	365	626,291	234,421	30,883	30,883	360,987	
56. Capt. G.R. Wildes .....	365	626,291	234,421	30,883	30,883	360,987	
Total.....	19,140	\$ 32,841,659	\$ 12,292,655	\$ 1,619,452	\$ 1,619,452	\$ 18,929,552	

\* Pilot is retired as of December 31, 2017

\*\* Pilot started in 2017

\*\*\* Amount does not include individual income and social security taxes and does not include Port Angeles transportation payments.

Formula for column (5) = (2) - (3) - (4)

PUGET SOUND PILOTS AND SUBSIDIARY

NOTES TO SCHEDULE OF DAYS OF SERVICE AND DISTRIBUTION  
OF PILOTAGE REVENUE AND EXPENSE

Year Ended December 31, 2017

- A. PSP bylaws provide for distribution of revenues for piloting services in proportion to days of duty and distributions of pooled expenses equally, except for certain treatments and dispensations in unusual circumstances at the discretion of the Board of Directors. See columns (2), (3), (4) and (5).
- a. Column (1): Days of Service is the total number of days the pilot was an active pilot on pilot roster.
  - b. Column (2): Credit for pilotage revenue is the total gross tariff revenue which represents the annual earnings of individual pilots before deductions for expenses of pilot organization [Ref: RCW 88.16.035 (1)(f)]. Column (2) includes transportation expense charges (TEC).
  - c. Column (3): Charge for operating expense is the deduction from pilotage revenue for operating expenses of the Puget Sound Pilots shared evenly among all pilots based on days of service. Column (3) does not include transportation expense charges (TEC).
  - d. Column (4): Charge for other expense includes the transportation expense charges (TEC) paid directly to pilots (included in column (2)) as well as the individual out of pocket allowance of \$11,250 per pilot for annual physical exam, disability insurance and meals and lodging outside of Port Angeles while away from home.
  - e. Column (5): Annual earnings after deductions represents the annual earnings of individual pilots after deductions for expenses of pilot organization. [Ref: RCW 88.16.035 (1)(f)].
- B. The bylaws also provide for the credit for travel fees per tariff to the pilot performing the services to which travel fees apply. Each pilot is also credited for special Port Angeles transportation amounts applicable to certain engagements.

PUGET SOUND PILOTS AND SUBSIDIARY  
SCHEDULE OF RETIREMENT INCOME FOR INACTIVE  
PILOTS AND WIDOWS OF DECEASED PILOTS

Year Ended December 31, 2017

1. Mrs. Penelope Anderson	\$ 19,223	32. Capt. C.N. Larson	96,242
2. Capt. W.A. Anderson	36,739	33. Capt. G. Larson	75,478
3. Capt. M.E. Blake	15,743	34. Mrs. Sheila Lindholm	7,200
4. Capt. W.A. Bock	95,535	35. Mrs. Carol Lofquist	13,442
5. Capt. W. Bundren	124,983	36. Capt. D. Mackenzie	144,363
6. Mrs. Linda Carey	17,273	37. Capt. Laurance Mathisen	126,912
7. Mrs. Shirley Carlson	12,213	38. Capt. R. McCurdy	120,303
8. Mrs. Carole Cramer	9,694	39. Capt M. Mendenhall	176,616
9. Mrs. Lenore Damon	2,139	40. Capt. B. L. Michelson	133,670
10. Capt. M. Endrody	94,908	41. Capt. F. L. Michelson	25,365
11. Capt. Carl Engstrom	125,198	42. Capt. S.E. Mork	22,899
12. Capt. Vic Engstrom	5,963	43. Capt. R.A. Moss	17,395
13. Capt. M. Flavel	171,696	44. Capt. R.W. Murphy	67,709
14. Mrs. Florian	7,287	45. Capt. J. Niederhauser	111,012
15. Capt. A. L. Fosse	95,535	46. Capt. K.E. Ostergaard	53,105
16. Capt. M. T. Gavin	64,587	47. Capt. R.S. Peake	35,698
17. Capt. P. A. Giese	11,927	48. Capt. L. Petke	98,544
18. Capt. T.J. Goodin	50,641	49. Capt. G.M. Poor	45,314
19. Capt P. Hannigan	162,491	50. Capt. S. A. Robichaux	54,173
20. Mrs. Joy Holmes	28,791	51. Capt. L.W. Sackett	20,558
21. Capt. Calvin C. Hunziker	124,416	52. Capt. W.H. Snyder	62,964
22. Capt. G.D. Hurt	7,872	53. Capt. D. Stensager	107,808
23. Capt. Thomas Jacobs	125,198	54. Capt. J.S. Thorsen	48,557
24. Capt. C.A. Johannes	54,173	55. Capt. L.D. Thorsen	39,980
25. Capt. Marin Johnson	52,872	56. Capt. W. Thorsen	110,204
26. Capt. B.E. Joyce	30,651	57. Capt. Jonathon E Ward	63,945
27. Capt. V.K. Justice	151,901	58. Capt. J. Ward	45,295
28. Capt. D. J. Kelly	22,486	59. Capt. N.A. Werner	74,766
29. Capt. V. Kjeldtoft	29,611	60. Mrs. Kathy Wiley	39,460
30. Capt. B. Knowles	96,242	61. Capt. M. Wood	135,884
31. Capt. Robert Kromann	149,304		

TOTAL

\$ 4,172,153

PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF SEATTLE OFFICE OPERATING EXPENSE  
AND ADMINISTRATIVE OVERHEAD  
(IN DOLLAR AMOUNT AND AS A PERCENTAGE OF PILOTAGE REVENUE)

Year Ended December 31, 2017

1. Attorney fees	\$ 95,458	0.3%
2. Bad debts	53,581	0.2%
3. Commisssion - senate bill 5096	150,000	0.5%
4. Computer maintenance	181,189	0.6%
5. Computer programming	139,579	0.4%
6. Conferences	40,284	0.1%
7. Consulting services	84,790	0.3%
8. CPA fees	78,028	0.2%
9. Depreciation and amortization	355,567	1.1%
10. Drug testing	3,398	0.0%
11. Dues	165,910	0.5%
12. Employee benefits	191,127	0.6%
13. Employee salaries	842,741	2.6%
14. Equipment leases	4,877	0.0%
15. Former Director retirement	69,502	0.2%
16. Gifts	3,228	0.0%
17. Grays Harbor retirement	100,861	0.3%
18. Insurance	182,141	0.6%
19. Interest	13,763	0.0%
20. License fees - commission	344,500	1.0%
21. Lobbyist	67,336	0.2%
22. Medical insurance - pilots	1,453,478	4.4%
23. Office maintenance and repair	10,171	0.0%
24. Office supplies	30,162	0.1%
25. Pilot training	233,351	0.7%
26. Printing and publications	19,045	0.1%
27. Puget Sound retirement	4,172,153	12.6%
28. Rent and parking	121,206	0.4%
29. Taxes on payroll	53,757	0.2%
30. Taxes, other	2,224	0.0%
31. Taxes on revenue	536,464	1.6%
32. Travel, entertainment and promotion	121,041	0.4%
33. Telephone and communications	<u>35,935</u>	<u>0.1%</u>
TOTAL	<u>\$ 9,956,847</u>	<u>30.3%</u>

PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF BOAT OPERATING EXPENSE  
(IN DOLLAR AMOUNT AND AS A PERCENTAGE OF PILOTAGE REVENUE)

Year Ended December 31, 2017

1.	Depreciation	\$	28	0.0%
2.	Employee benefits		233,318	0.7%
3.	Employee salaries		802,534	2.4%
4.	Fuel of "Juan de Fuca"		136,721	0.4%
5.	Fuel of "Puget Sound"		164,639	0.5%
6.	Insurance		91,064	0.3%
7.	Maintenance and operation of "Juan de Fuca"		49,693	0.2%
8.	Maintenance and operation of "Puget Sound"		61,569	0.2%
9.	Taxes on payroll		62,299	0.2%
10.	Taxes on property		<u>3,829</u>	<u>0.0%</u>
	TOTAL	\$	<u>1,605,694</u>	<u>4.9%</u>

PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF PORT ANGELES STATION OPERATING EXPENSE  
(IN DOLLAR AMOUNT AND AS A PERCENTAGE OF PILOTAGE REVENUE)

Year Ended December 31, 2017

1. Depreciation	\$ 46,615	0.1%
2. Food	104,390	0.3%
3. Insurance	36,583	0.1%
4. Maintenance and repairs	217,227	0.7%
5. Rent, tideland lease	4,310	0.0%
6. Reposition pilots	242,870	0.7%
7. Supplies	19,447	0.1%
8. Taxes on property	12,241	0.0%
9. Telephone and communications	21,624	0.1%
10. Utilities	<u>24,807</u>	<u>0.1%</u>
 TOTAL	 \$ <u>730,114</u>	 <u>2.2%</u>



PUGET SOUND PILOTS AND SUBSIDIARY

SCHEDULE OF EMPLOYEES

December 31, 2017

<b>Employee</b>	<b>Position</b>
1. D. Warczak	AR Clerk
2. T. Burnell	Dispatcher/Clerk
3. J. Clark	Relief Deckhand/Engineer
4. A. Dreyer	Boat Operator
5. M. Gregson	Deckhand/Engineer
6. K. Houston	Dispatcher/Clerk
7. P. Jacobsen	Deckhand/Engineer
8. M. Juskevich	Boat Operator
9. J. Melvin	Deckhand
10. P. Moore	Accountant/Controller
11. J. Rushton	Deckhand/Engineer
12. D. Shideler	Lead Boat Operator
13. L. Styrk	Executive Director
14. B. Valentine	Dispatcher/Clerk
15. R. Welch	Boat Operator