



Annual Meeting of Shareholders
June 1, 2019
Write-In Candidate
Information Packet

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ELECTION PROCESS HIGHLIGHTS

Here are some highlights of the election process:

- Under CIRI's Election Procedures, shareholders who are not chosen as CIRI Board-recommended nominees, but who desire to be considered as write-in candidates and who are eligible* to serve as a CIRI director pursuant to CIRI's By-Laws and Election Procedures, may have certain of their materials included in CIRI's election materials in conjunction with the 2019 CIRI Annual Meeting of Shareholders.
- The names, photographs and personal statements of any eligible* write-in candidates who so desire may appear in a special section of CIRI's election materials set aside for write-in candidates (provided a completed *Write-In Candidate Information Packet* is returned to CIRI on or before noon Alaska Standard Time February 14, 2019).
- There will be no charge to any write-in candidate for the inclusion of his or her information in CIRI's election materials; CIRI will pay the cost of printing and mailing the materials sent on behalf of eligible write-in candidates.

***Director Eligibility**

CIRI Directors must be a voting shareholder of the Corporation and at least eighteen (18) years of age. In addition, no person shall be qualified to serve as a Director who:

- (1) has been convicted, as determined by a court of competent jurisdiction, of a felony within five years before election;
- (2) has been found, as determined by a court of competent jurisdiction, to have engaged in fraud or illegal business practices; or
- (3) has been found, as determined by a court of competent jurisdiction, to have breached a confidentiality agreement with the Corporation.

2019 ANNUAL MEETING & ELECTION CALENDAR*

November-December 2018

- Announcement regarding Nominating Committee call for Applications for the CIRC Board-Recommended Slate and information regarding Board Write-in candidate process distributed via newsletter, posted to CIRC web site and available from CIRC Shareholder Relations.

January 2019

- January 15, 2019 – Deadline for submitting Applications for the Board-recommended Slate: 3:00 p.m. Alaska Standard Time.
- Calendar Reminder regarding Board Write-in Candidate deadline distributed via newsletter.
- No later than January 31, 2019 – *Write-In Candidate Information Packet* posted to CIRC web site and available from CIRC Shareholder Relations.

February 2019

- Nominating Committee selects and interviews finalists.
- February 8, 2019 – CIRC Board selects five persons for Board-recommended slate, after which applicants for the Board-recommended slate are notified of the Board's selection.
- February 14, 2019 (**noon Alaska Standard Time**) – Deadline for Write-In Candidates to submit information to be included in CIRC's election materials.

April 2019

- April 2, 2019 – Date of Record for 2018 Annual Meeting.
- April 8-12, 2019 – Planned mailing date for Notice of Annual Meeting, Annual Report, Proxy Statement, Proxy Card and Voter's Guide.
- April 20, 2019 – Shareholder Information Meeting, Kenai Middle High School, 9583 Kenai Spur Highway, Kenai, AK.
- April 26, 2019 – First Early Bird Prize drawing deadline.
- April 27, 2019 – Shareholder Information Meeting, Southcentral Foundation's Nuka Learning and Wellness Center, 4085 Tudor Centre Drive, Anchorage, AK.

May 2019

- May 3, 2019 – Second Early Bird prize drawing deadline.
- May 10, 2019 – Third Early Bird prize drawing deadline.
- May 11, 2019 – Shareholder Information Meeting, Shoreline Community College, 16101 Greenwood Ave. N., Shoreline, WA.
- May 17, 2019 – Final Early Bird prize drawing deadline.
- May 23, 2019 – **Proxy Deadline: 2:00 p.m. Alaska Daylight Time.**

June 2019

- June 1, 2019 – CIRC Annual Meeting of Shareholders, Chief Leschi School, 5625 52nd Street E., Puyallup, WA; Registration: 8 a.m. – 11 a.m.

*Dates and locations are tentative and are subject to change at the Company's discretion.

INSTRUCTIONS FOR WRITE-IN CANDIDATES

Under CIRI's Election Procedures, shareholders who want to be considered as write-in candidates and who are eligible¹ pursuant to CIRI's By-Laws and CIRI's Election Procedures may submit certain information to be included the Company's initial proxy mailing to shareholders.² CIRI has prepared the following forms to help shareholders that wish to be considered as write-in candidates comply with Alaska law governing proxy solicitations relative to initial proxy disclosures.

DEADLINE: It is your responsibility to ensure your submission is received by the deadline. The forms must be filled out completely and accurately and received by CIRI by noon Alaska Standard Time on Feb. 14, 2019 if you want your candidate information to be included in CIRI's election materials for the 2019 annual meeting. If you fail to fill out the forms completely or miss the deadline, you may still run your own campaign for the CIRI Board of Directors, but your materials will not be included in CIRI mailings.

WRITE-IN CANDIDATE AGREEMENT

The *Write-In Candidate Agreement* states your agreement and understanding that you will: 1) abide by all State statutes and regulations governing proxy solicitation; and 2) comply with CIRI's By-Laws and CIRI's Election Procedures.

CANDIDATE PERSONAL STATEMENT

If you want to participate as a write-in candidate, you can have your biographical information and personal campaign statement printed and distributed by CIRI. Your personal statement of 500 words or less will be printed and sent to all voting shareholders of record before the annual meeting. Your photograph will also be included in the printed materials if you wish.

CANDIDATE DISCLOSURE QUESTIONNAIRE

Alaska law (Chapter 08, Article 3 of the Alaska Administrative Code) contains provisions for ANSCA corporation proxy solicitation, including, but not limited to, requiring all shareholders soliciting a proxy for Board of Directors positions in ANSCA corporations to make certain disclosures about themselves, to communicate that information to shareholders, and to file the disclosures and copies of proxy solicitation materials with the State of Alaska, Division of Banking and Securities. The Alaska Securities Act (Section 45) also contains provisions applicable to ANCSA Corporations.

¹ CIRI Directors must be a voting shareholder of the Corporation and at least eighteen (18) years of age. In addition, no person shall be qualified to serve as a Director who: (1) has been convicted, as determined by a court of competent jurisdiction, of a felony within five years before election; (2) has been found, as determined by a court of competent jurisdiction, to have engaged in fraud or illegal business practices; or (3) has been found, as determined by a court of competent jurisdiction, to have breached a confidentiality agreement with the Corporation.

² "Initial Proxy Mailing," as used here, generally refers to the mailing in which the Company mails its own proxy statement to shareholders. However, the Company reserves the right to include write-in materials in other election materials and mailings at the Company's sole discretion.

By submitting statements to shareholders seeking their votes as a write-in candidate, you will be soliciting proxies from CIRI shareholders. It is important that you understand the state proxy solicitation regulations. Failure to make the required disclosures, failing to file or to timely file the required proxy solicitation materials and/or making a disclosure or other material statement that is false or misleading, could result in the invalidation of proxies voted for you. Any questions pertaining to the regulations should be directed to the State of Alaska, Division of Banking and Securities.

Send the completed, original questionnaire to:

CIRI Shareholder Relations
PO Box 93330
Anchorage, AK 99509-3330

(Completed questionnaires may also be scanned and emailed to shareholderrecords@ciri.com or delivered to CIRI Shareholder Relations at 725 E. Fireweed Lane, Suite 800, in Anchorage.)

Send two copies to:

State of Alaska, Department of Commerce, Community & Economic Development
Division of Banking and Securities
550 W. 7th Avenue, Suite 1850
Anchorage, AK 99501-3571

(Visit <https://www.commerce.alaska.gov/web/dbs/anca.aspx> for electronic filing instructions.)

If you or any participants in your campaign solicit proxies outside of CIRI's election materials (for example, by social media posts or messages, internet postings, flyers, U.S. mail, fax, phone calls, text messages, emails, etc.), you must also concurrently file copies of those communications with the State of Alaska, Division of Banking and Securities.

SPECIAL INSTRUCTIONS FOR WRITE-IN CANDIDATES WHO APPLIED BUT WERE NOT SELECTED FOR THE CIRI BOARD-RECOMMENDED SLATE

If you applied for the Board-recommended slate, and filled out a *Candidate Disclosure Questionnaire*, but were not selected, you will need to fill out a *Write-In Candidate Disclosure Questionnaire* in order to have your candidate information included in CIRI's election materials. However, where the information requested is identical to information earlier provided in the *Candidate Disclosure Questionnaire*, you may attach a copy of the *Candidate Disclosure Questionnaire* and refer the Company to your earlier response. Your *Write-In Candidate Disclosure Questionnaire* must be received by CIRI by noon Alaska Standard Time on February 14, 2019, and you must send two copies to the State of Alaska at the above address.

You must also submit a signed *Write-In Candidate Agreement* to CIRI by noon Alaska Standard Time on February 14, 2019. Although you are free to submit another personal statement, you need not do so. Your previously submitted personal statement will be used, unless an updated version is received by the February 14, 2019 deadline.

WRITE-IN CANDIDATE AGREEMENT

I, _____, am a shareholder of CIRI, 18 years of age or older, and am a write-in candidate for the Board of Directors of CIRI. I wish to have certain of my materials included in CIRI's election materials in conjunction with the 2019 CIRI Annual Meeting of Shareholders.

I acknowledge that I have been provided with copies of CIRI's By-Laws and CIRI's Election Procedures and Rules of Conduct for Shareholders' Meetings and have been made aware that there are State of Alaska regulations governing proxy solicitations. I understand that these rules and regulations govern my campaign for the Board of Directors. I understand and acknowledge that, although CIRI has, as a courtesy, included certain of my materials in its election materials, CIRI is not soliciting proxies on my behalf and I am not a nominee of the Board. I agree that I am solely responsible for the accuracy and completeness of all statements concerning my write-in candidacy, and for compliance with all applicable laws, rules and regulations relating to my solicitation.

In consideration for CIRI printing and mailing my biographical information, disclosures, photograph and candidate's statement in CIRI's election materials, I hereby agree that I will comply in all respects with the rules and regulations described above.

Candidate's Signature: _____

Printed Name: _____

Address: _____

City: _____ State: _____ Zip Code: _____

2019 WRITE-IN CANDIDATE PERSONAL STATEMENT

(500 Words or Less)

I, _____, am a write-in candidate for the Board of Directors of CIRI and hereby request the inclusion of the following personal statement of 500 words or less in CIRI's election materials. I certify that the contents are true and correct to the best of my knowledge and belief, and express opinions that are my own.

Please attach a photograph of yourself if you want it to be included in the write-in candidate materials.

This image shows a single page of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page, leaving small margins at the top and bottom. There are no vertical margin lines, text, or other markings on the page.

Printed Name _____

Signature _____

Date: _____

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

As a write-in candidate for the Board of Directors, you have requested that CIRI include your name, biographical information and personal statement in its election materials to shareholders. In order to permit CIRI to include your materials in its mailing, you must make certain disclosures, as required by Alaska law (Chapter 08, Article 3 of the Alaska Administrative Code). **Please carefully read the instructions for each question, answer every question fully and accurately, refrain from using acronyms and use additional paper if necessary.** Unless stated otherwise, your answers should reflect the actual circumstances as of the date you complete this questionnaire. If any of your answers change after turning this questionnaire in, please immediately email ccramer@ciri.com and betsyp@ciri.com. Your answers will be included with your write-in materials; however, please note that you are solely responsible for compliance with Alaska state law regarding the solicitation of proxies. CIRI shall not, by submitting this questionnaire or printing your materials, accept any responsibility for the accuracy or completeness of your disclosures or their compliance with applicable law. Your questionnaire must be received on or before noon Alaska Standard Time February 14, 2019. It is your responsibility to ensure your submission is received by the deadline.

Send the completed, original questionnaire to:

CIRI

Attn: Shareholder Relations Department

PO Box 93330

Anchorage, AK 99509-3330

(Questionnaires may also be emailed to shareholderrecords@ciri.com or delivered to CIRI Shareholder Relations at 725 E. Fireweed Lane, Suite 800, in Anchorage.)

Send two copies of the questionnaire to:

State of Alaska

Department of Commerce, Community & Economic Development

Division of Banking and Securities

550 W. 7th Avenue, Suite 1850

Anchorage, AK 99501-3571

(Visit <https://www.commerce.alaska.gov/web/dbs/anca.aspx> for electronic filing instructions.)

Failure to make the required disclosures, or making a disclosure or other material statement that is false or misleading, could result in the invalidation of any write-in votes shareholders might submit for you. For that reason, please be certain to fill out the form completely and accurately. If you have questions about the State proxy regulations, contact a Securities Examiner at the State Division of Banking and Securities.

1. Name and Address of Write-In Candidate:

a. _____
Your **full** name as it appears on your CIRI stock certificate

b. _____
Date of Birth _____ Current age _____

c. _____

Current mailing address

d. _____

Current residence address, if different from mailing address (see definition of "residence" at the end of this Questionnaire)

e. _____
Home telephone number _____ Work telephone number _____ Cell phone number _____

Email address

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

2. List all positions and offices **with CIRI and any CIRI subsidiary or affiliate** that you currently hold or held during 2018, together with applicable dates (see definition of "affiliate" at the end of this Questionnaire). **For positions still held, write "current" in lieu of an end date.**

CIRI Organization Name	/ Position Title	Dates Held
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy

3. List all previously held positions and offices **with CIRI or any CIRI subsidiary or affiliate**, together with applicable dates (see definition of "affiliate" at the end of this Questionnaire).

CIRI Organization Name	/ Former Position Title	Dates Held
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy

4. Give a brief account of your **business experience** during the past five years, together with applicable dates. Include your principal employment or occupations during that period and the name of any corporation or other organization in which such employment or occupations were carried out. **Do not include volunteer service, service on boards or positions noted in your response to Questions 2 or 3. For positions still held, write "current" in lieu of an end date.**

FULL <u>LEGAL</u> Business Name	/ Position Title	Dates Held
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy
_____	/ _____	From: _____ To: _____ mm/yy mm/yy

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

5. List all other service during the past five years as a director of any other firm, corporation, business, professional entity or non-profit organization, together with applicable dates. **Do not list service listed in your response to Questions 2, 3 or 4. For positions still held, write "current" in lieu of an end date.**

FULL LEGAL Business or Organization Name / Position Title

Dates Held

/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy

6. List all positions and offices (including volunteer service) with any other firm, corporation, business, professional entity or non-profit organization that you currently hold, or held during 2018, and that are not listed in your response to Questions 2, 3, 4 or 5, together with applicable dates. For positions still held, write "current" in lieu of an end date.

FULL LEGAL Business or Organization Name / Position Title

Dates Held

/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy
/	From: _____ To: _____ mm/yy mm/yy

7. List the number and type of shares of stock of CIRI and of other ANCSA village or regional corporations (including Cook Inlet region village corporations) that you own or owned at any time during 2018, including the name of the issuing corporation. If some or all of the shares are no longer owned, please be sure to state that in your answer.

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

- 8.** If you are a registered member of a **federally-recognized Indian tribe**, please list the full name of that tribal organization below.

9. Are any of your family members, or were any of your family members at any time during 2018, an employee, director, executive officer or nominee to become a director **of CIRI or any CIRI subsidiary or other affiliate of CIRI**, or an employee, director or executive officer of **any other ANCSA regional or village corporation, or of a federally recognized Indian tribe or tribal organization in the Cook Inlet region** (see definitions of "affiliate," "executive officer" and "family member" at the end of this Questionnaire)? _____ (Yes or No)

If "Yes," state the name of the family member, the nature of the family relationship, the full name of the company, tribe or organization, and the position held, or sought.

For positions no longer held, include the ending date of service.

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are approximately 20 lines visible. The paper has a slight shadow on the right side, suggesting it's resting on a surface.

- 10. Have you, or have any of your family members, now, or at any time during 2018, been an officer, director, or employee of CIRI, its subsidiaries or affiliates, or of any non-CIRI-affiliated firm, corporation or other business or professional entity, that has had, currently has, or proposes to have, financial or business transactions with CIRI, or a CIRI subsidiary or affiliate, involving more than \$20,000 in the aggregate (see definitions of "affiliate," "family member" and "transaction" at the end of this Questionnaire)? _____ (Yes or No)**

If "Yes," give the full legal name of each such firm, corporation or other entity involved, list the position(s) held, and state the circumstances of the transaction and the amount involved on a separate sheet, and attach it to this Questionnaire. If the transaction relates to a family member, please also provide the full name of that family member and list the family relationship.

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

- 11.** Do you, or do any of your family members, now own, or at any time during the calendar year 2018 own, an interest (whether direct or indirect), shares, or an option to acquire an interest (whether direct or indirect) or shares, in any firm, corporation, or other business or professional entity (see definition of "family member" at the end of this Questionnaire)? _____ (Yes or No)

If "Yes," please also answer Questions 11.a. and 11.b.

- a. List the full legal name of **any** such firm, corporation, or other business or professional entity and describe the interest, shares or option to acquire an interest or shares. If the interest, shares or option to acquire an interest or shares relates to a family member, please also provide the full name of that family member and list the family relationship. **If the interest or shares are no longer owned, please note the year of the sale.**

This image shows a single sheet of white paper with horizontal blue ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

- b. Are you aware of any current or proposed financial or business transactions, or any financial or business transactions occurring during 2018, between CIRI or a CIRI subsidiary and any firm, corporation, business or professional entity listed in 11.a. involving more than \$20,000 in the aggregate (see definition of "transaction" at the end of this Questionnaire)?
_____ (Yes or No)

If "Yes," provide the full legal name of each such firm, corporation, business or other entity involved and state the circumstances of the transaction (including the purpose and the amount involved) on a separate sheet and attach it to this Questionnaire.

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

- 12.** Within the ten years preceding the date of this Questionnaire, was a voluntary or involuntary petition under the bankruptcy or insolvency law filed by or against, or a receiver, fiscal agent or similar officer appointed by a court for the business or property of (i) yourself; (ii) any partnership in which you were a general partner at or within two years before such event; or (iii) any corporation or business association of which you were an executive officer at or within two years before such an event? _____ (Yes or No)

If "Yes," provide the details of each such instance on a separate sheet and attach it to this Questionnaire.

- 13.** Within the ten years preceding the date of this Questionnaire, were you convicted (or did you plead nolo contendere) in any criminal proceeding, or do you have any pending criminal proceedings, other than traffic violations and other minor offenses (see definition of "minor offenses" at the end of this Questionnaire): _____ (Yes or No)

If "Yes," provide the details of each such instance on a separate sheet and attach it to this Questionnaire.

- 14.** Were you ever the subject of any order, judgment or decree of a court or administrative agency, not subsequently reversed or vacated, which was based on or included a finding that you:
- a. Engaged in fraud, unethical or illegal business practices? _____ (Yes or No)
 - b. Violated fiduciary duties? _____ (Yes or No)
 - c. Violated federal or state securities laws? _____ (Yes or No)

If the answer to any of the foregoing questions (Questions 14a-14c) is "Yes," provide the details of each such instance on a separate sheet and attach it to this Questionnaire.

- 15.** Were you ever found, as determined by a court of competent jurisdiction, to have breached a confidentiality agreement with CIRI? _____ (Yes or No)

If "Yes," provide the details of each such instance on a separate sheet and attach it to this Questionnaire.

- 16.** Are there now, or have there been during the last ten years, any legal proceedings in which you, or any company of which you are an officer or director or any partnership of which you are a partner, or any business from which you derived monetary or other gain, is or was a party adverse to CIRI or any CIRI subsidiary, or in which you have or had an interest adverse to CIRI or any CIRI subsidiary? _____ (Yes or No)

If "Yes," provide the details of each such instance on a separate sheet and attach it to this Questionnaire.

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

- 17.** Describe your postsecondary educational background **relevant to serving on the CIRI Board of Directors** that you have completed. List the full name of the school, the address, the years attended and any degrees (including the type of degree and field of study), or the training program name, duration, completion date, full name of the organization that offered the program and any certifications.

a. Please describe your postsecondary educational background.

Full name of school	School Address	Years Attended	Degrees (including degree type and field of study)

- b. Please describe any training programs **relevant to serving on the CIRI Board of Directors** that you have completed.

[illegible]

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

18. Arrangements as to Election:

- a. Do you or will you have any other participants in your campaign (see definition of "participants" at the end of this Questionnaire)? _____ (Yes or No)
- b. Describe any arrangements or understandings between you and any other person, group, or entity regarding your nomination or election as a director, and list any committee or group involved in the election of directors or other matters to be voted on at the Annual Meeting with which you are affiliated.

- c. List the name and address of any person, group, or entity that will, or to your knowledge intends to, solicit proxies on your behalf (other than CIRI) and describe any methods to be employed to solicit proxies (for example, U.S. mail, fax, phone calls, text messages, emails, social media posts or messages, flyers, internet postings, etc.). Also list the total amount you expect to spend on soliciting proxies, along with the amount you have already expended, if any, and state whether you will seek reimbursement of your solicitation expenses from CIRI.

- d. List the name and address of any person, group, or entity that has financed, or to your knowledge intends to finance, directly or indirectly, your solicitation of proxies (other than CIRI, and other than one that will contribute less than \$500 in the aggregate and that is not otherwise a participant).

- e. Do you, or any of the "participants" identified above, have an arrangement or understanding with any entity for future employment by CIRI, or a CIRI subsidiary or affiliate, or future financial transactions to which CIRI, or a CIRI subsidiary or affiliate, will be or may become a party (see definitions of "affiliate" and "transaction" at the end of this Questionnaire)? _____ (Yes or No)

If "Yes," provide a description of the terms of and parties to each such arrangement or understanding on a separate sheet and attach it to this Questionnaire.

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

- 19.** Pursuant to CIRI's By-Laws, CIRI Directors must be at least 18 years of age and a voting CIRI shareholder. Additionally, no person shall be qualified to serve as a Director who: (1) has been convicted, as determined by a court of competent jurisdiction, of a felony within five years before election; (2) has been found, as determined by a court of competent jurisdiction, to have engaged in fraud or illegal business practices; or (3) has been found, as determined by a court of competent jurisdiction, to have breached a confidentiality agreement with the Corporation. Are you eligible to serve as a CIRI Director? _____ (Yes or No)
- 20.** Do you consent to serve as a director, if elected? _____ (Yes or No)
- 21.** Is there any other information you would like CIRI to include in your proxy disclosures in order to comply with the State of Alaska proxy regulations referenced above?
_____ (Yes or No).

If "Yes," please describe below:

I understand that the information that I am furnishing herein will be relied upon by CIRI in the preparation of its Proxy Statement and election materials for the upcoming Annual Meeting of Shareholders. In that connection, I hereby affirm to CIRI that the information set forth above is complete and accurate and does not contain any material misrepresentation (as such term is defined in 3 AAC 08.315; see definitions of "material representation" at the end of this Questionnaire).

Signature

Date

Printed Name

If any of your answers change after you have submitted your Questionnaire, please email ccramer@ciri.com and betsyp@ciri.com immediately.

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

Certain Interpretations and Definitions

Affiliate. For purposes of this form, "affiliate" includes all CIRI-affiliated nonprofit organizations and all entities to whom CIRI has delegated its tribal authority.

Executive Officer. "Executive Officer" means the president, secretary, treasurer, chief financial officer, general counsel, and any vice president.

Family Member. For purposes of this form, "family member" means anyone who is now, or was at any time during 2017, your spouse, parent, child or sibling by blood or adoption.

Material Misrepresentation. "Material misrepresentation" has the meaning given in 3 AAC 08.315, which reads as follows:

A misrepresentation is a statement that, at the time and under the circumstances in which it is made (1) is false or misleading with respect to a material fact; (2) omits a material fact necessary in order to make a statement made in the solicitation not false or misleading; or (3) omits a material fact necessary to correct a statement, in an earlier communication regarding the solicitation of a proxy for the same meeting or subject matter, which has become false or misleading. A misrepresentation is material if there is substantial likelihood that a reasonable shareholder would consider it important in deciding how to vote. A series of statements or omissions that are objectively false or misleading, but which might not be material misrepresentations if considered separately, might be material misrepresentations if there is a substantial likelihood that a reasonable shareholder would consider the series important in deciding how to vote. Subjective proof that one or more shareholders actually granted a proxy because of a misrepresentation is not required.

Minor Offense. "Minor offense" has the meaning given in the Alaska Rules of Minor Offense Procedure, which reads as follows:

Any offense that meets one of the definitions below is a minor offense, including an offense that is classified as a misdemeanor by statute, regulation or ordinance. An offense is not a minor offense under these rules if the only penalty is a civil penalty. As used in these rules, "minor offense" means (a) an offense classified by statute as an infraction or a violation; or (b) any offense for which a bail forfeiture amount has been authorized by statute and established by supreme court order; or (c) any municipal motor vehicle or traffic offense for which a fine amount has been established in a fine schedule adopted by municipal ordinance under AS 28.05.151; or (d) any offense under a municipal ordinance for which a conviction cannot result in incarceration or the loss of a valuable license and for which a fine schedule has been established under AS 29.25.070(a); or (e) any offense under statute or municipal ordinance for which a conviction cannot result in incarceration, a fine greater than \$500, or the loss of a valuable license; or (f) any fish and game offense in 5 AAC charged as a strict liability offense; or (g) any commercial fishing offense listed in AS 16.05.722 or 5 AAC charged as a strict liability offense (classified in AS 16.05.722 as a violation).

Participants. As defined in 3 AAC 08.365 (11), a "participant":

- (A) means the board and the corporation;
- (B) means a nominee for whose election as director proxies are solicited;
- (C) means a committee or group which solicits proxies or a member of the committee or group;
- (D) means a person who finances, directly or indirectly, the solicitation of proxies, except a person who contributes not more than \$500 and who is not otherwise a participant;
- (E) means a person who solicits proxies;
- (F) does not include
 - (i) a person or organization retained or employed by a participant to solicit shareholders whose activities are limited to the performance of his duties in the course of his employment;
 - (ii) a person who merely transmits proxy soliciting material or performs other ministerial or clerical duties;

2019 WRITE-IN CANDIDATE DISCLOSURE QUESTIONNAIRE

- (iii) a person employed by a participant in the capacity of attorney, accountant, or as an advertising, public relations, or financial adviser, whose activities are limited to the performance of his duties in course of his employment; or
- (iv) a person regularly employed as an officer or employee of a participant who is not otherwise a participant.

Residence. "Residence" means residence for purpose of voting, as determined under AS 15.05.020.

Transaction. The term "Transaction" is to be understood in its broadest sense, and includes the direct or indirect receipt of anything of value. Please note that indirect as well as direct material interests in material transactions are to be disclosed, so that transactions in which you would have an interest would include your purchasing or leasing anything (stock in business acquired by CIRI, office space, services, computers, raw materials, natural resources, finished goods, etc.) from or selling or leasing anything to, or borrowing or lending cash or other property from or to, CIRI, or any CIRI subsidiary or affiliate, or selling, purchasing or leasing to or from any third party anything claimed by CIRI to be its property.

COOK INLET REGION, INC.

**Election Procedures and Rules of Conduct
for Shareholder Meetings**

**As Revised and Adopted by the
Board of Directors**

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INTRODUCTION

To ensure that the interests of all Cook Inlet Region, Inc. shareholders are fairly represented at meetings of the shareholders of the Company, the Board of Directors has adopted the following rules and procedures governing proxy solicitation and proxies and the conduct of shareholder meetings. The rules and procedures set forth herein, which in large measure recodify the procedures successfully relied upon by the Company for many years, apply equally to all shareholders and are intended to provide a fair basis for the resolution of election contests and the conduct of shareholder debate.

NOMINATING PROCEDURES

I. ELIGIBILITY

Voting shareholders who are 18 years of age or older, and are otherwise eligible under the CIRC By-Laws, are eligible to serve as members of the Board of Directors.

II. BOARD-NOMINATED CANDIDATES

The Nominating Committee of the Board of Directors is comprised of the three chairpersons of the Shareholder Participation Committees, as advisory members, and of CIRC directors whose terms as director are continuing. The Nominating Committee solicits applications from all eligible shareholders interested in obtaining the Board's nomination to the Board of Directors.

Based upon its review of each application (which typically includes interviews with selected applicants), the Nominating Committee recommends the most-qualified candidates to the Board of Directors. Based upon the Nominating Committee's recommendations, and the Board's own independent review, the Board each year recommends five candidates to the shareholders as the candidates most-qualified to serve as members of the Board.

Each applicant for the Board-recommended slate of candidates must be willing to submit to a background investigation and shall fully and truthfully complete any form, questionnaire or written application provided by CIRC. The Board's candidates are identified in the Board's proxy and proxy solicitation statement and receive such other campaign support as the Board may deem appropriate.

III. OTHER CANDIDATES

Any candidate that is not nominated by the Board of Directors may conduct his or her own separate campaign for election to the Board of Directors in compliance with Alaska law, including the proxy regulations of the State of Alaska and these Election Procedures. Additionally, the Company may, in its discretion and on such terms and conditions as it deems appropriate, include in the Company's initial proxy mailings and/or the CIRC newsletter certain information provided by potential write-in candidates. The inclusion of such information shall not be deemed an endorsement of any such candidate, nor shall the CIRC proxy be deemed a solicitation by the Board on behalf of any write-in candidate. Persons submitting such information shall be solely responsible for the accuracy of such information and for compliance with Alaska's proxy regulations and with applicable law. To serve on the CIRC Board of Directors, candidates must be nominated. Such nominations must be made at the meeting held for the purpose of electing directors and may be made by any CIRC shareholder who attends the meeting and registers during the time specified for doing so.

PROXY PROCEDURES

I.
PROXIES AND PROXY SOLICITATION

A shareholder may vote at meetings of the shareholders of the Company only in person or by giving another shareholder the authority to vote on his or her behalf by proxy.

A. Shareholder Lists

As provided for in the Alaska Statutes, CIRI will make available a list containing the names, mailing addresses and number of shares of each of its shareholders to a shareholder who requests such listing for a proper CIRI business purpose, such as soliciting proxies, provided such proper purpose is described with reasonable particularity. This information may not be used for personal gain or any commercial or improper purpose. List recipients are required to sign an agreement stating that the list will be used only for the stated purpose and that the recipients will take necessary precautions to safeguard the list and to convey the information to no other person or entity except as necessary to carry out the stated purpose.

CIRI provides one list at no cost during a calendar year; for additional lists, shareholders shall be required to pay a reasonable fee set by CIRI to cover the cost of producing such lists. Current fee information may be obtained from CIRI's Shareholder Relations Department.

To protect shareholder privacy, shareholder lists will be provided directly to shareholders only in a hard-copy, paper format. Shareholders may request a list in electronic form, but such list will only be provided to an approved third-party mailing service provider with whom the Company has a confidentiality agreement in place. Such third-party mailing service providers will provide mailing services in accordance with their respective fee schedules, and the requesting shareholder shall be solely responsible for confirming and paying all such fees.

To obtain a shareholder list or electronic mailing list, shareholders must submit a signed and dated written request to CIRI's Shareholder Relations Department that clearly describes the specific CIRI business purpose for which the list will be used. If approved, the list will be provided upon payment by the shareholder of any fees required under this Section.

B. Qualification of Proxyholders

A person may hold and exercise a proxy to vote at meetings of the shareholders of the Company only if he or she owns voting stock of the Company in his or her own name and is eligible to vote, attends the meeting for which the proxy is held and registers during the time specified for doing so.

If a shareholder names more than one person to be his or her proxyholder and one or more of the persons so named is ineligible, and the proxy provides for the power of substitution, the ineligible persons shall have the right to name eligible substitutes to act in their stead; if the proxy does not provide for the power of substitution, only the eligible proxyholders can exercise the proxy and any ineligible persons are disregarded as if they had not been named. If all persons named as proxyholders are ineligible, or if only one person is named as proxyholder and he or she is ineligible, and the proxy provides for the power of substitution, each ineligible person shall have the right to name an eligible substitute to act in his or her stead; if the proxy does not provide for the power of substitution, the shareholder's shares may

be counted for quorum purposes only, but cannot be voted unless the shareholder executes and submits a new proxy prior to the applicable deadline or revokes the proxy and votes in person.

C. State Law Governing Proxy Solicitation

1. Applicability

The Alaska Securities Act and the proxy solicitation regulations promulgated thereunder by the State of Alaska applicable to Alaska Native Corporations, 3 AAC 08.305 - 08.365, apply to all proxy solicitations made to shareholders of the Company. All proxy solicitations, whether by Board-endorsed or non-Board-endorsed candidates, are governed by these state laws and regulations.

2. Required Information and Prohibited Statements

The Alaska proxy solicitation rules include specific requirements relating to the form of proxies and the content of proxy solicitations. The rules also provide that “[a] solicitation may not be made by means of a proxy statement, proxy, notice of meeting, or other communication that contains a material misrepresentation.” 3 AAC 08.315. Material that directly or indirectly impugns character, integrity or personal reputation is one example of the type of information that may, depending upon particular facts and circumstances, constitute a material misrepresentation.

D. Role of the Inspector of Election

1. General

The Company shall appoint a neutral Inspector of Election to act at each meeting of the shareholders.

The Inspector of Election shall receive proxies and ballots, tabulate all votes and ballots, provide information to nominees and proxyholders in accordance with the Election Procedures, and supervise certain of the meeting registration processes including the revocation of proxies, the issuance of ballots, and the closure of registration at the designated deadline. The Inspector shall determine and certify the voting shares represented at the meeting, the existence of a quorum and the voting results, and shall report these items to the Company as soon as they are known. The Inspector may retain an accounting firm or other agents to aid him or her in the performance of his or her duties. While the Inspector of Election shall be neutral as to the outcome of any proxy contest or contested vote, the Inspector shall exercise due care and shall advise the Company's General Counsel of potential fraud and other violations of the proxy regulations detected during the course of his or her duties.

2. Monitoring for Undated or Falsely Dated Proxies

The Inspector of Election shall monitor for any undated or falsely dated proxies as described in Section II, Subsection (C)(2) (“Verification of Date”) below.

3. Compliance with Orders, Findings or Instructions of the Administrator of Securities or a Court of Law

Willful violation of a regulation or order of the Administrator of Securities is a crime (AS 45.55.925 (a)), and also may subject the violator to civil penalties under AS 45.55.920. All orders of the Administrator of Securities regarding proxies (including, but not limited to, the segregation of certain proxies, the invalidation of certain proxies, the disclosure of information regarding certain proxies and the availability of proxies for inspection by the Administrator of Securities and staff) must be fully and promptly complied with to the fullest extent practicable. If possible, orders of the Administrator of Securities should be interpreted and applied so as to avoid a conflict with the provisions of these procedures, but in the event there is an unavoidable conflict, the conflicting provisions of these procedures shall yield to the valid findings, orders and directives of the Administrator of Securities or a court of competent jurisdiction. The Inspector of Election shall confer with the Company's General Counsel regarding the interpretation and application of, and compliance with, all findings, orders or directives by the Administrator of Securities or a court of competent jurisdiction regarding proxies filed with the Company, as soon as practicable after such finding, order or directive is issued.

**II.
PROXY COLLECTION**

A. Deadline for Filing Proxies

Proxies must be received by the Secretary of the Company or the Inspector of Election by the deadline for proxy receipt set by the Board of Directors for the meeting, which shall be no less than five (5) days and no more than ten (10) days before the shareholders' meeting, in order for the proxies to be valid. Proxies may be submitted via facsimile or electronic mail, if the signature of the shareholder executing the proxy is legible and verifiable. Proxies received after the close of business on the proxy deadline will be retained, but they shall be invalid for any purpose (including voting, counting towards a quorum and revoking previously executed proxies).

A shareholder may not circumvent the proxy filing deadline by executing a power of attorney granting another person the right to vote such shareholder's shares in person at the meeting of shareholders. A shareholder may vote only in person at the meeting or by valid proxy properly submitted prior to the submission deadline.

B. Proxy Collection Agents

The Inspector of Election may engage a collection agent to receive, collect and tabulate proxies on behalf of the Inspector of Election. All proxies received by the Secretary of the Company shall be forwarded to the collection agent, if any, or otherwise as instructed by the Inspector of Election. As the Inspector's designee, the collection agent shall make an initial verification of the proxies and organize and record the proxies as they are received.

C. Procedures for Handling Proxies

1. Verification of Shareholder

The Inspector of Election and his or her agents shall compare the signature on each proxy form with the shareholder's name as printed on the form or, as necessary, the certified shareholder register, to verify that the signature, on its face, appears to be that of the individual entitled to vote the shares. The Inspector of Election shall not pass judgment on the validity of a signature unless, on the face of the proxy, there appears to be a forgery (for example, two proxies for the same shareholder with obviously different handwriting); the Inspector of Election shall refer any question of possible forgery to the Company's General Counsel or his or her designee. The Inspector of Election may invalidate a proxy if it appears on its face to be invalid or if reliable evidence is presented demonstrating its invalidity.

2. Verification of Date

Shareholders shall date their proxies at the same time they are signed. The Inspector of Election (or the proxy collection agent at the Inspector's direction) shall determine the appropriate treatment of all undated or incorrectly dated proxies in accordance with the rules set forth in these Election Procedures.

In a contested election with Board-endorsed and non-Board-endorsed proxy solicitations, the Inspector of Election shall give special attention to batches of proxies submitted in the final days before the proxy filing deadline to see whether significant numbers of them appear to have been dated at or near the deadline in the handwriting of only a few individuals. If such batches are discovered, each proxy in the batch should be tagged, marked or otherwise identified before the proxies are recorded, so that the entire batch can be reassembled if necessary. All such batches should be brought promptly to the attention of the Company's General Counsel or his or her designee so that he or she can consider what administrative or legal remedies should be pursued by the Company. Once tagged, marked or identified, all the proxies in such a batch should be recorded and should be presumed valid by the Inspector of Election, unless and until the Administrator of Securities or a court of competent jurisdiction orders otherwise, or until the prima facie invalidity of the proxies has been established to the Inspector's satisfaction.

The procedures set out in the preceding paragraph should also be followed for proxies on which the signature date is date-stamped, typed or preprinted.

3. Shareholder Returned Proxy File

The verified proxy forms shall be organized by order of receipt by day, and records will be maintained listing the shareholders for whom one or more verified proxy forms have been received. Subject to the direction of the Inspector of Election, the proxy collection agent shall enter each returned proxy into an electronic returned proxy file, which file shall be under the control of the proxy collection agent. Such file shall include the date the proxy was received, the date the proxy was signed, the person or group to whom the proxy was given, and the number of shares represented by the proxy.

4. Proxyholder Files

As proxies are received, verified and recorded, separate records shall be maintained for each proxyholder, reflecting the number of shares represented by the proxies given to that proxyholder and any restrictions or limitations on the proxyholder's powers or authority to vote those shares.

5. Interim Information

Each proxyholder shall at all times be entitled, upon reasonable request, to receive from the Inspector of Election (i) a copy of all proxies returned in favor of such proxyholder, (ii) a report identifying all shareholders that have returned proxies in favor of such proxyholder, (iii) a report identifying all proxies returned in favor of such proxyholder that have been deemed invalid by the Inspector of Election for any reason, (iv) the percentage of votes available for quorum purposes, and (v) a redacted copy of each different form of proxy returned for a competing proxyholder. A proxyholder may not receive interim reports pursuant to this Section unless the proxyholder has first delivered to the Inspector all proxies received by the proxyholder (and by any participants in that proxyholder's campaign) up to that time.

A person receiving votes as a "write-in" candidate on the Company's proxy is entitled to receive, upon reasonable request, a count of the total votes directed to that candidate, provided that such candidate has first delivered to the Inspector of Election all proxies in his or her possession and all proxies in the possession of any participants in his or her campaign. In no event shall any other party be entitled to receive such information prior to the Inspector of Election's release of the proxy count in advance of the shareholders' meeting in accordance with the provisions of Section II.D below.

Nothing in these Election Procedures shall prohibit access to proxy records by a person whose assistance may be necessary or helpful to the proxy collection and tabulation process, including without limitation persons engaged in computer hardware or software maintenance, repair, or installation or programming, provided such person is under an independent legal duty not to disclose the proxy information accessed to any proxyholder or third party.

D. Proxyholder Reports

As soon as reasonably practicable after the proxy deadline, the Inspector of Election shall provide each requesting proxyholder with a report setting forth the number of active proxies held by, and the number of shares and votes controlled by, each proxyholder. In addition, each proxyholder shall be entitled to receive a list setting forth the name of each shareholder whose proxy is included among the active proxies held by such proxyholder. No proxyholder, however, shall be entitled to a list of the names of the shareholders whose proxies are included among the active proxies held by any other proxyholder.

III. DETERMINING THE PROXY COUNT

A. Determining the Controlling Proxy

As each proxy is recorded, the returned proxy computer file shall be examined to determine the controlling proxy. In most cases, the shareholder will have given only one proxy or the controlling proxy will be clear. It is not possible to state in advance a set of rules that will address all the possibilities in which a question is presented about which is the controlling proxy. The Inspector of Election shall, therefore, rely upon his or her good judgment and common sense. A few basic principles and several specific rules can, however, be stated:

1. General Principles

- (a) The shareholder who signed a proxy intended to vote. If there are two or more reasonable interpretations to the proxy given by a shareholder, the best interpretation shall be one that allows a shareholder's stock to be voted.
- (b) The plain words of the proxy shall control. If, due to the wording of the proxy or the manner in which it was filled out, there is an ambiguity, then the Inspector of Election shall make a reasoned judgment as to which meaning best reflects the likely intention of the shareholder. In general, the Inspector of Election shall endeavor to afford full exercise of the shareholder's voting rights.
- (c) The Inspector of Election shall not assume that the shareholder must have made a mistake. For example, the controlling proxy may or may not be consistent with earlier proxies, but no judgment shall be made on the basis of earlier proxies.
- (d) In general, the Inspector of Election shall not use evidence outside the proxy form itself. It is that form that is the legal instrument giving the shareholder's proxy; it is complete in and of itself and no other writing or document is part of it. However, if an accompanying mailing envelope bears relevant information, such as a postmark or return name and address, the Inspector may take that information into account in assessing the validity of any proxy. For instance, while a proxy form is not required to include the address of a shareholder, a shareholder's address may be a factor in determining the validity of a proxy when there is more than one shareholder of the same or a similar name. Similarly, if, for example, the Inspector can determine, based on the color or form of a particular proxy, that the proxy was executed after a particular date, the Inspector may take that information into account as well in assessing the validity of the proxy. Likewise, if there is evidence demonstrating the invalidity of the proxy, the proxy may be invalidated. Except in such special cases, the shareholder register and the proxy form are controlling, and the Inspector of Election shall rely on them.
- (e) If information is received that suggests that a proxy has been fraudulently filled in or misdated or was signed by forgery, such information shall be

promptly brought to the attention of the Company's General Counsel or his or her designee, so that the matter can be appropriately investigated. Even in such cases, however, the proxy shall generally be presumed to be valid and controlling unless the prima facie invalidity of the proxy is established to the satisfaction of the Inspector of Election or unless the Administrator of Securities or a court of competent jurisdiction declares it invalid.

2. Proxy Date

- (a) The most recent dated proxy controls.
- (b) The Inspector of Election may use his or her judgment to allow an undated or incorrectly dated proxy (e.g., a proxy dated June of a year but postmarked in May of that same year) to be voted when there is sufficient evidence indicating the proxy was received before the proxy deadline. Unless the Inspector determines that another date is appropriate, undated or incorrectly dated proxies accepted by the Inspector of Election shall be deemed executed as of the date of record for the meeting; provided that if the Inspector of Election determines (based upon a pre-printed date on the proxy form or other distinguishing characteristic) that the proxy was first mailed to shareholders at a later date, the proxy shall be deemed executed as of such later mailing date.
- (c) If a shareholder submits multiple same-dated proxies that are voted differently and/or that appoint different proxyholders, all such proxies shall be invalid for voting purposes. However, one of the conflicting proxies shall be counted for the purpose of establishing a quorum.
- (d) If a shareholder submits multiple same-dated proxies, or multiple undated proxies that the Inspector rules to have been submitted on the same day, and those proxies are voted the same and appoint the same proxyholder (for instance, a shareholder might fax his or her proxy and also send the hard copy in the mail), only one of the proxies shall be counted for voting or quorum purposes.

3. Signature

- (a) The proxy must be signed by the shareholder or the shareholder's authorized representative. If it is not signed, it is invalid and cannot be counted. If the proxy is submitted on behalf of a minor shareholder or a ward, it must be signed by the shareholder's voting fiduciary as reflected on the Company's records. If the proxy is signed by a shareholder's attorney-in-fact, a valid power of attorney authorizing the signer to sign for the shareholder must be reflected on the Company's records.
- (b) Proxies should be signed in the name of the shareholder or voting fiduciary as it appears on the Company's stock records; provided, that proxies with minor deviations in the form of signature (such as the use of initials in lieu of a first or middle name) may be accepted by the Inspector of Election in his or her reasonable discretion. Moreover, if there is

documentary evidence that a shareholder's or a voting fiduciary's name has been changed, and that evidence would be sufficient for the Company to change the name in its shareholder records, then the shareholder register may be changed to reflect the name change. Additionally, if, after the date of record for the meeting, CIRI receives documentary evidence that: 1) a shareholder whose name appears in the shareholder registry has had his or her voting fiduciary removed, or 2) a new voting fiduciary has been appointed for a shareholder whose name appears in the shareholder registry, the shareholder registry may be updated to reflect the change, provided the change was effective prior to annual meeting and CIRI provides a copy of the documentary evidence to the Inspector of Election.

- (c) A signature shall not be presumed invalid solely on the basis that it is illegible or is in a form other than a handwritten cursive signature (for example, a signature may appear in handwritten block letters); however, a signature may be declared invalid by the Inspector of Election, or by the State Administrator of Securities or a court of competent jurisdiction, based on information calling its validity into question.

B. Proxy Interpretation Rules and Guidelines

As set forth above, in reviewing returned proxy forms, the Inspector of Election shall strive to give effect to the shareholder's instructions. If the proxy is incomplete, unclear, or otherwise defective, the Inspector shall seek, based upon the Inspector's good judgment and common sense, to interpret and implement the shareholder's instructions (as best the Inspector can determine them) in accordance with the terms of the proxy form, applicable law, the Company's Bylaws, its Election Procedures, and the following interpretation rules and guidelines:

1. If a shareholder writes-in one or more candidates in the space provided for "write-in" candidates and strikes or lines through all of the Board-recommended candidates, the Inspector of Election shall allocate the shareholder's votes equally among the eligible write-in candidates, unless the shareholder unambiguously directs another allocation, in which case the shareholder's direction shall be followed.
2. If a shareholder writes-in one or more candidates in the space provided for "write-in" candidates and does not strike out or line through all of the Board-recommended candidates, the Inspector of Election shall allocate the shareholder's votes proportionately, based on the total number of candidates listed on the proxy, unless the shareholder unambiguously directs another allocation, in which case the shareholder's direction shall be followed. For example, if the shareholder writes in the name of two eligible candidates and strikes through the names of one of the five Board-recommended candidates, each write-in candidate shall receive one-sixth of the shareholder's votes, with the remaining four-sixths (or two-thirds) available for voting in the proxyholder's discretion among the four Board-recommended candidates not stricken.

3. If a shareholder writes-in one or more Board-recommended candidates in the space provided for “write-in” candidates and does not strike out or line through those same names in the Board-recommended section, the Inspector of Election shall proceed as if the duplicate name had not been written in the write-in section. For example, if the Board-recommended section lists Candidates A through E, and the shareholder writes in Candidates A through E in the space provided for “write-in” candidates, but does not strike or line through any candidate’s name in the Board-recommended section, all of the shareholder’s votes shall be deemed available for voting in the proxyholder’s discretion among Board-recommended Candidates.
4. In no event shall any proxyholder cast any of a shareholder’s votes in favor of any candidate whose name was lined through or stricken out by the shareholder on the proxy form executed by such shareholder.
5. Circling, highlighting and other marks or notes on the proxy that do not constitute lining or striking through a candidate’s name, or writing in a candidate’s name in the space provided for this purpose, shall be deemed extraneous marks and shall have no effect on the proxy.
6. A proxyholder may not cast votes for any candidate not identified on the proxy form solicited by such proxyholder, or written in by the shareholder executing the proxy, unless a bona fide candidate identified on such proxyholder’s proxy is unable to serve, or for good cause will not serve, as a director due to circumstances that could not reasonably have been foreseen, in which case, the proxyholder shall have the right to vote for a replacement candidate. In order to avoid misleading proxy solicitations, a candidate may not voluntarily withdraw his or her candidacy in order to make his or her votes available for another candidate.
7. A member of the CIRI Proxy Committee who is named individually as a proxyholder for one or more shareholders shall not be present for, nor shall he or she participate in, any deliberation of the Proxy Committee as to the disposition of undirected votes without first having voted all shares proxied to that member in his or her individual capacity on the ballot. The Inspector of Election shall certify that a member of the Proxy Committee has voted all shares proxied to that member in his or her individual capacity on the ballot in question upon request. The certificate shall be tendered to the General Counsel by the Proxy Committee member before the member shall be allowed to be present or participate in the Committee’s deliberations.
8. Write-In candidates must be shareholders eligible to serve as directors and must be individually named in the write-in section of the proxy. Write-in votes that name entities, groups (i.e., “CIRI Directors” or “Independent Candidates”), or ineligible individuals shall be counted for quorum purposes only.

C. Marking the Shareholder Register

The shareholder register shall have added to it a notation of the name (or proxyholder identification number) of the proxyholder to whom each shareholder has given a proxy, and a code identification if the shareholder has been named as a proxyholder by one or more other shareholders. When the Inspector of Election determines the controlling proxy of a shareholder, appropriate notations shall be made opposite the shareholder's name on the shareholder register to be used for registration.

D. Multiple Proxyholders

Where two or more people are named as proxyholder on a single proxy form, the individuals as a group serve as the proxyholder; they decide among themselves how to cast all votes they have been given, and they act collectively to cast all those votes on one ballot. They do not have individual rights to apportion some of the votes under the proxy, and they do not cast ballots individually (although a well prepared proxy form will permit less than all of them, or any one of them, to act in the absence of the others). In effect, they act as a proxy committee to exercise the proxy.

E. Special Voting Instructions

If a shareholder has given his or her proxy special instructions on the proxy form itself, such instructions shall be reflected on the proxyholder ballot so that (1) the proxyholder will know what those instructions are, and (2) the Inspector of Election can verify that the instructions have been followed. A proxyholder who has solicited proxies is required to follow those instructions that he or she has solicited; however, he or she does not have to follow those instructions that he or she did not solicit or did not otherwise agree to carry out.

IV. INSPECTION OF PROXIES

A. Inspection Before and at the Meeting

1. Period for Inspection

On the day(s) designated by the Inspector of Election before the shareholder meeting, each proxyholder may prepare a list of proxies that he or she wishes to review out of the proxies given to that proxyholder and a reasonable sample of the proxies given to other proxyholders. The proxies will be assembled by the Inspector of Election and will be available for review at a time later that day or the following day as agreed upon by the Inspector and the proxyholder.

A proxyholder may also authorize another person to conduct such inspections on the proxyholder's behalf. If a proxyholder has been given proxies by a great number of shareholders, as in the case of the proxy committee named as the Board-endorsed slate's proxyholder or in the case of an opposing proxyholder in a seriously contested proxy campaign, then the proxyholder may appoint a reasonable number of

representatives to inspect proxy files. The Inspector of Election or, in the absence of the Inspector, the manager of the firm engaged as the proxy collection agent, shall have the final authority to decide when the number of representatives for a proxyholder becomes excessive, giving due consideration to the number of shareholders giving proxies to that proxyholder, the time and space available to inspect the files for those shareholders and a reasonable number of others, and the number of other proxyholders and their representatives who are also inspecting proxy files.

A proxy inspection requested pursuant to this Section shall be attended only by the Inspector of Election, the proxyholder requesting the inspection, and their respective designated representatives. No other persons may attend the inspection without the express consent of the proxyholder requesting the inspection.

On the day of the shareholder meeting, during the time for registration, a shareholder may review and inspect his or her returned proxy file, and each proxyholder can receive a list of shareholders who have given valid proxies to that proxyholder, together with the number of shares represented by such proxies.

The Inspector of Election may authorize additional time or a different time for shareholders and/or proxyholders to inspect proxies and review the determinations that have been made regarding proxies.

2. Preparation Before Inspection

In anticipation of inspections by proxyholders, two copies of each proxyholder list shall be made before the first time period authorized for such proxyholder inspections. One copy may be given to the proxyholder. The other copy and the original computer file shall remain with the Inspector of Election.

Receipt forms shall also be prepared in advance of any proxyholder inspection, for each proxyholder inspection, for each proxyholder to sign when he or she picks up the copy of his or her own proxyholder list. The receipts may be in the form of a logbook, with each entry showing the date it is picked up, and the signature of the proxyholder or authorized representative who picked it up. A similar record should be kept for shareholders who inspect their proxy files.

3. Procedures During Inspection

The following procedures shall govern the inspection of proxies:

- (a) Subject to the discretion of the Inspector of Election, a person examining proxy files (a "proxy examiner") may examine the proxies of only one shareholder at a time. Each document must be returned to its place before the proxies of another shareholder may be removed for examination.
- (b) No proxy or other document may be marked, erased or altered in any way.
- (c) Each proxy examiner must, at all times while proxies are being examined, be accompanied by at least one employee of the firm having custody of

the proxies or by the Inspector of Election or an agent or delegate of the Inspector.

- (d) Photocopies of proxies or other materials shall be at the expense of the party requesting them.

4. Corrections

A proxy examiner may request an explanation from the Inspector of Election regarding any determination of the controlling proxy of a shareholder and the number of that shareholder's votes given to a proxyholder. If a mistake is discovered or a change is appropriate, the Inspector of Election shall make the necessary correction and shall promptly notify the affected proxyholder of such correction.

B. Inspection After the Meeting

1. Scheduling

A "participant" (as that term is defined in 3 AAC 08.365(11)) in a proxy campaign may, upon a showing of good cause, inspect proxy files within ninety (90) days after the meeting at a time and place to be arranged. The firm having custody of the proxy files shall notify the Company's General Counsel of each such inspection request before scheduling that inspection. The scheduling shall be made so as to allow the Company to have a representative or representatives present with each proxy examiner who inspects proxy files on behalf of the person requesting the examination, unless the Company waives its rights to such representation.

2. Scope of Inspection

The Inspector of Election shall prepare copies of each proxy in a manner that omits personal identifying information ("redacted proxies"), provided that the design of the proxy form permits such information to be easily omitted. Assuming good cause has been established, an inspection may be made of the redacted proxies for a reasonable number of shareholders chosen on a random basis, or of all redacted proxies in a comprehensive inspection. Where preparation of redacted copies is impractical, an inspection may be made, upon good cause shown, of original proxies for a reasonable number of shareholders chosen on a random basis, or of all proxies in a comprehensive inspection. The party requesting an inspection shall specify which scope of examination is desired before the inspection is scheduled.

3. Procedures

The same procedures described in a subparagraphs A.3.(a) through A.3.(d) above shall be followed. In addition, the party requesting the examination shall reimburse the Company all costs related to such inspection, including the fees of the Inspector of Election and the collection agent. The Company may also, in its discretion, demand reimbursement for its costs in having its own representatives present during the inspection.

4. Corrections

Immaterial errors that did not affect the outcome of the voting at the meeting that come to light during a post-meeting inspection need not be corrected. If errors are discovered that are material or appear as if they could have been material, all affected parties must be promptly notified of the nature and extent of the error(s) and of the Inspector of Election's and/or the Company's proposed resolution thereof.

**V.
CUSTODY AND DISPOSITION OF ORIGINAL
PROXIES, BALLOTS AND RELATED MATERIALS**

A. Ownership

All proxies and ballots turned in to the Inspector of Election, the Inspector's collection agents or the Secretary of the Company shall constitute the property of the Company upon receipt.

B. Custody and Maintenance

The Inspector of Election, or the Inspector's agent for such purpose, shall keep and maintain the proxies, ballots and all related tabulations, journals and reports (the "meeting materials") for a period of at least one hundred and twenty (120) days (the "Inspection Period") after the final adjournment of the related shareholder meeting to permit the inspection of proxies as provided for in Article IV above.

Notwithstanding the foregoing, the Inspector of Election, for purposes of evaluating and improving the effectiveness of the Company's Annual Meeting software program, shall deliver to the Company, immediately following the meeting, a copy of the proxy database and electronic proxy data, along with relevant user names and passwords, as it existed: (i) after the proxy deadline, but before the meeting date, including any changes made as a result of proxy inspections; (ii) after the close of registration at the meeting; and (iii) after the meeting, once the election results have been certified, with the original proxy database and meeting materials retained by the Inspector of Election serving as the official meeting materials.

User names and passwords used by the Inspector of Election and his or her collection agents in conjunction with computing devices and other electronic media used to tabulate, store or transmit proxy data, or to access any such electronically stored or transmitted proxy data, shall be documented in a sealed envelope and maintained with the proxy files so that they may be retrieved for future use.

C. Transfer to the Company

Following expiration of the Inspection Period, upon the written request of the Company, the party having custody of the proxies, ballots and related materials, including an electronic copy of the final results (the remote proxy files), shall deliver them to the Company, and shall not retain copies.

D. Maintenance by the Company

Unless otherwise directed or ordered by the Administrator of Securities or by a court of competent jurisdiction, the Company shall keep the proxies, ballots and other materials for a period of not less than three (3) years from the shareholder meeting and final adjournment thereof.

RULES OF CONDUCT

I. GENERAL

Subject to the provisions of Alaska law and the following guidelines, the Chair of any meeting of the shareholders of the Company, after consultation with the Parliamentarian as appropriate, shall have discretion to determine the procedures to be observed and the matters to be considered at the meeting, endeavoring to ensure that all shareholders are treated fairly and with dignity and that all shareholders desiring to address the meeting are afforded an opportunity to do so. In order to provide an objective reference for the conduct of the meeting, all meetings of shareholders shall be conducted in accordance with Robert's Rules of Order Revised, provided that in presiding over any such meeting, the Chair, after consultation with the Parliamentarian as appropriate, may take into account that Robert's Rules of Order Revised is, generally speaking, a manual of parliamentary procedure intended to govern the conduct of deliberative assemblies where each member has an equal vote and debate among the members is intended to influence the outcome. Accordingly, if a majority of the votes have been cast in advance of a meeting by proxy and only a minority of the Company's shareholders are present in person at the meeting, the Chair, after consultation with the Parliamentarian as appropriate, shall have authority to depart from the provisions of Robert's Rules of Order Revised where necessary or desirable to ensure a fair, orderly and efficient meeting.

II. SPECIFIC RULES OF CONDUCT

Subject to the provisions of Article I above, the following Rules of Conduct shall apply at all meetings of the shareholders of the Company:

1. Only shareholders of record of the Company as of the record date for the meeting and their immediate family members (i.e., spouse, children) and/or stock custodian, employees of the Company, and agents of the Company assisting with the conduct of the meeting, shall be entitled to attend the meeting. Shareholders must accompany their guests at registration and be prepared to present their CIRI shareholder identification card or other form of identification.
2. The business of the meeting will follow the order established by the agenda.
3. Shareholders, including proxyholders, must register their presence prior to the registration deadline established by the Company if they wish to cast a ballot at the meeting. Shareholders need not vote at the meeting if they have already voted by proxy. Only those shareholders previously registered or remaining in line to register at the time of the registration deadline shall be able to obtain a ballot unless otherwise permitted by the meeting Chair. Shareholders arriving after registration has closed are welcome to attend the meeting, but will not be entitled to vote.
4. Except as otherwise permitted by the Chair of the meeting, only shareholders may participate in the meeting or address the body. A shareholder desiring to address the meeting shall raise his or her hand and wait to be recognized. Once recognized, the shareholders must give his or her full name before speaking and ask the question or state the

comment succinctly. This will ensure that only one person speaks at a time and that everybody will be able to hear the question.

5. Reasonable time limits will be imposed on speakers.
6. Once a shareholder has spoken on a subject, other shareholders will be given the opportunity to speak before that shareholder is recognized for a second time.
7. Shareholder questions and comments must pertain to the business operations of the corporation, its subsidiaries or nonprofit affiliates, and be briefly stated.
8. Abusive or disorderly conduct will not be tolerated, and attendees may not be under the influence of drugs or alcohol. Violators may be ejected from the meeting.
9. The photography, audio recording, video recording or digital transmission of any business conducted at the meeting, other than by CIRI staff for business purposes, is prohibited without the advance written permission of the Company. Violators may be ejected from the meeting.

**AMENDED AND RESTATED BY-LAWS OF
COOK INLET REGION, INC.**

**ARTICLE I
OFFICES**

Section 1. REGISTERED OFFICE

The Corporation shall maintain a registered office in the State of Alaska as required by law.

Section 2. OTHER OFFICES

The Corporation may have offices at such other places either within or outside the State of Alaska as the Board of Directors may from time to time designate, or the business of the Corporation may require.

**ARTICLE II
SHAREHOLDERS: MEETINGS AND VOTING**

Section 1. PLACE OF MEETINGS

Meetings of the shareholders shall be held at the principal office and place of business of the Corporation or at such other place, either within or outside the State of Alaska, as the Board of Directors may designate.

Section 2. ANNUAL MEETING

The annual meeting of the shareholders shall be held on such date during the period between mid-May and mid-June, and at such place, as the President or the Board of Directors of the Corporation may reasonably designate. At the annual meeting, the shareholders shall elect Directors, consider reports of the affairs of the Corporation, and transact such other business as may be properly brought before the meeting. In the event that the annual meeting is not held on the date herein provided for such meeting, the Directors shall cause such meeting to be held as soon thereafter as may be convenient.

Section 3. SPECIAL MEETINGS

Special meetings of the shareholders may be called by the President, the Board of Directors, the Chairperson of the Board of Directors, or the holders of not less than one-tenth (1/10) of all the shares entitled to vote at such meeting. Such request shall state the purpose of the proposed meeting.

Section 4. NOTICE OF MEETINGS

- (a) Except as permitted by law (e.g., AS 10.06.411(c)), written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than twenty (20) or more than sixty (60) days before the date of the meeting, either personally, by mail, or by electronic transmission (if the recipient shareholder has properly previously authorized delivery of notice by electronic transmission), by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited, with postage prepaid, in the United States mail addressed to the shareholder at his or her address as it appears on the stock transfer books of the Corporation or, if the shareholder has filed with the Secretary a written request that notice be mailed to a different address, addressed to the shareholder at the new address. Notice by electronic transmission shall be considered given (1) by facsimile telecommunication when directed to a number at which the shareholder has consented to receive notice, (2) by electronic mail when directed to an electronic mail address at which the shareholder has consented to receive notice, (3) by a posting on an electronic network together with a separate notice of the specific posting to the shareholder on the later of (i) the posting or (ii) the giving of separate notice, or (4) by any other form of electronic transmission when directed to the shareholder.
- (b) Notice of any regular or special meeting may be waived by written consent whether executed before or subsequent to such meetings.
- (c) When a meeting is adjourned for thirty (30) days or more, or when a determination of the persons entitled to receive notice of the adjourned meeting is required by law, notice of the adjourned meeting shall be given as for an original meeting. In all other cases, no notice of the adjournment or of the business to be transacted at the adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken.

Section 5. QUORUM

- (a) At any meeting of the shareholders, the holders of one-third (1/3) of the shares entitled to vote being present in person or represented by proxy shall constitute a quorum for the transaction of business. The shareholders present at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough

shareholders to leave less than a quorum if any action taken other than adjournment is approved by at least a majority of shares required to constitute a quorum.

- (b) In the absence of a quorum, a majority of those present in person or represented by proxy may adjourn the meeting from time to time until a quorum shall attend. Any business which might have been transacted at the original meeting may be transacted at the adjourned meeting if a quorum exists; provided that, notwithstanding any other provision of the By-Laws, the meeting may not be adjourned to any date that is earlier than the date upon which the Secretary or the Inspector of Elections certifies that sufficient proxies have been received to constitute a quorum for such meeting.
- (c) If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless the vote of a greater number of shares is required by law or by the Articles of Incorporation.

Section 6. VOTING OF SHARES

- (a) Each outstanding share of Class A Village Voting and Non-Village Series Voting Stock (hereinafter referred to as "Voting Stock") is entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, except to the extent cumulative voting applies in the election of Directors.
- (b) A shareholder of Voting Stock may vote his or her shares in person or by proxy executed in writing or by electronic transmission by the shareholder or by his or her duly authorized attorney-in-fact and filed with the Secretary of the Corporation before being voted. A proxy executed by electronic transmission must (1) be directed to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization, or similar agent that is authorized by the person who will be the holder of the proxy to receive the transmission and (2) include information that demonstrates that the shareholder authorized the transmission. To be filed, the proxy must be received by the Secretary of the Corporation within the deadline for proxy receipt set by the Board of Directors for the meeting at which the proxy is to be voted, which deadline shall be no less than five (5) and no more than ten (10) days prior to the meeting. The actual deadline for receipt of proxies set for the meeting at which the proxy is to be voted shall be printed on the proxy itself. A proxy may not be voted by anyone other than a person holding Voting Stock and eligible to vote.
- (c) No proxy shall be valid after eleven (11) months from the date of its execution, unless the proxy qualifies as an irrevocable proxy by statute.

Section 7. VOTING RIGHTS

The persons entitled to receive a notice of and to vote at any shareholders' meeting shall be determined from the records of the Corporation on the date of mailing of the notice or on such other date not more than sixty (60) nor less than twenty (20) days before such meeting as shall be fixed in advance by the Board of Directors.

Section 8. VOTING OF SHARES BY CERTAIN HOLDERS

Voting Stock shall be voted in accordance with law. Except as otherwise provided by law, the Articles of Incorporation, or the By-Laws, Voting Stock held by any administrator, executor, guardian, or conservator may be voted by him or her, either in person or by proxy, without a transfer of such shares into his or her name.

Section 9. VOTING LISTS

The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least twenty (20) days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of twenty (20) days prior to such meeting, shall be kept on file at the registered office of the Corporation and be subject to inspection by a shareholder or the agent or attorney of a shareholder at any time during usual business hours, and be subject to inspection by any shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 10. ACTION WITHOUT A MEETING BY UNANIMOUS CONSENT

Any action, which the law, the Articles of Incorporation, or the By-Laws require or permit the shareholders to take at a meeting, may be taken without a meeting by written consents, identical in content, setting out the action taken, signed by all of the shareholders entitled to vote on the matter. The consents, which constitute a unanimous vote of the shareholders, shall be filed in the records of minutes of the Corporation.

Section 11. CONDUCT OF MEETING

The President, or in his or her absence, the Chairperson, shall preside over every shareholders' meeting, but if neither the President nor the Chairperson is present, the Board of Directors shall appoint a chairperson of the meeting. The Secretary of the Corporation, or in his or her absence, an Assistant Secretary, shall act as secretary of

every meeting, but if neither the Secretary nor an Assistant Secretary is present, the chairperson for the meeting shall appoint a secretary of the meeting. Unless otherwise determined by the Board of Directors prior to a meeting of shareholders, the meeting shall be conducted in accordance with Robert's Rules of Order Revised.

Section 12. INSPECTORS AND JUDGES

In advance of any shareholders' meeting, the Directors may, but need not, appoint one (1) or more inspectors of election or judges of the vote, as the case may be, to act at the meeting or any adjournment thereof. If one (1) or more inspectors or judges are not appointed, the person presiding at the meeting may, but need not, appoint one (1) or more inspectors or judges. In case any person who may be appointed as an inspector or judge fails to appear or act, the vacancy may be filled by appointment made by the Directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector or judge, if any, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector or judge at such meeting with strict impartiality and according to the best of his or her ability. The inspectors or judges, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum, and the validity and effect of proxies, and shall receive votes, ballots, or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting, the inspectors or judges, if any, shall make a report in writing of any challenge, question, or matter determined by the inspectors or judges, including any decision thereon.

ARTICLE III DIRECTORS: MANAGEMENT

Section 1. POWERS

The business and affairs of the Corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all corporate powers except to the extent shareholder authorization is required by law, the Articles of Incorporation, or the By-Laws.

Section 2. NUMBER AND QUALIFICATIONS

The Board of Directors shall consist of fifteen (15) members. Each Director must be a voting shareholder of the Corporation and at least eighteen (18) years of age. No person shall be qualified to serve as a Director who: (1) has been convicted, as determined by a court of competent jurisdiction, of a felony within five (5) years before election; (2) has been found, as determined by a court of competent jurisdiction, to

have engaged in fraud or illegal business practices; or (3) has been found, as determined by a court of competent jurisdiction, to have breached a confidentiality agreement with the Corporation. The Board of Directors shall be divided into three (3) classes, as nearly equal in numbers as the then total number of Directors constituting the entire Board permits.

Section 3. ELECTION AND TENURE OF OFFICE

In the election of Directors, each shareholder entitled to vote thereon shall be entitled to cumulate as many votes as shall equal the number of shares of his or her stock, multiplied by the number of Directors to be elected and for which he or she is entitled to vote, and the shareholder may cast all such votes for a single Director or the shareholder may distribute them among the candidates as he or she may see fit.

All fifteen (15) Directors shall come up for election in 1977. At the annual meeting of shareholders in 1977, the five (5) Directors receiving the highest number of votes shall be the first class of Directors, elected to a term expiring at the third succeeding annual meeting, the five (5) Directors receiving the next highest number of votes shall be the second class of Directors, elected to a term expiring at the second succeeding annual meeting, and the five (5) Directors receiving the next highest number of votes shall be the third class of Directors, elected to a term expiring at the first succeeding annual meeting. At each succeeding annual meeting, the number of Directors equal to the number of the class whose term expires at the time of the meeting shall be elected to hold office until the third succeeding annual meeting.

Section 4. VACANCIES, RESIGNATIONS, AND REMOVALS

- (a) A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director.
- (b) A Director shall be deemed to have submitted his or her resignation if the Director, within his or her term, does not attend three (3) consecutive, lawfully called regular Board of Directors' meetings. Such resignation shall create a vacancy in the Director's position that shall be filled in the manner provided in the By-Laws.
- (c) Vacancies in the Board of Directors, other than vacancies resulting from the removal of a Director, may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. If there are two (2) or more remaining Directors, they may fill such a vacancy only at a meeting conducted in person and not by teleconference or other telecommunication between or among any of those remaining Directors. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor and until his or her successor is elected and qualified.

- (d) The shareholders may at any time elect a Director to fill any vacancy not filled by the Directors, and shall elect the additional Directors in the event of adoption of an amendment of the By-Laws increasing the number of Directors.
- (e) If a Director resigns by giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors and the notice specifies a later time for the effectiveness of the resignation, a successor may be elected to take office when the resignation becomes effective.
- (f) No Director may be removed from office before the expiration of the Director's term except as provided by law.

Section 5. MEETINGS

- (a) Regular meetings of the Board of Directors shall be held at the time and place, and on the dates, set each year by the Board of Directors at its annual meeting, as described below.
- (b) Annual meetings of the Board of Directors shall be held without notice immediately following the adjournment of the annual meetings of the shareholders.
- (c) Special meetings of the Board of Directors for any purpose or purposes may be called at any time in accordance with law.
- (d) An agenda of the business to be transacted at any regular meeting of the Board of Directors shall be mailed or delivered electronically to each Director within a reasonable time prior to each meeting, but failure to so deliver such agenda shall not affect the regularity of the meeting and business may be transacted not stated in the agenda.
- (e) Unless otherwise determined by the Board of Directors, all meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order Revised.
- (f) Notice of the time and place of holding an adjourned regular meeting need not be given if such time and place are fixed at the meeting adjourned.

Section 6. NOTICE OF SPECIAL MEETINGS

- (a) Notice of the time, place, and specific purpose or purposes of special meetings shall be given orally, delivered in writing personally or by mail, electronic means, or facsimile at least twenty-four (24) hours before the

meeting. Notice shall be sufficient if actually received at the required time or if mailed or sent by electronic means or facsimile not less than three (3) days before the meeting. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in the United States mail. Notice mailed or sent by electronic means or facsimile shall be directed to the Director's actual address ascertained by the person giving the notice. Proof of notice shall be filed in the minute book of the Corporation.

- (b) Notice of any special meeting may be waived by written consent whether executed before or subsequent to such meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (c) Notice of a special meeting called for the purpose of removing officers of the Board shall be by written notice not less than three (3) days prior to the meeting and such notice shall specifically state that removal or reaffirmation of officers is an agenda item.

Section 7. QUORUM AND VOTE

- (a) A majority of the Directors shall constitute a quorum for the transaction of business. A minority of the Directors, in the absence of a quorum, may adjourn from time to time but may not transact any business.
- (b) The action of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or the By-Laws.

Section 8. ACTION WITHOUT A MEETING BY UNANIMOUS CONSENT

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consents, setting forth the action taken and identical in content, are signed by all of the Directors entitled to vote with respect to the subject matter thereof. The consents, which constitute a unanimous vote of the Directors, shall be filed in the records of minutes of the Corporation.

ARTICLE IV OFFICERS

Section 1. DESIGNATION: ELECTION AND QUALIFICATION

- (a) The officers of the Corporation shall be a Chairperson, Vice Chairperson, President, Secretary, Treasurer, and such other officers as the Board of Directors shall from time to time appoint. The officers shall serve at the pleasure of the Board of Directors. Two (2) or more offices, except the offices of President and Secretary, may be held by the same person.
- (b) The Board of Directors at its annual meeting shall elect from among its members a Chairperson, Vice Chairperson, Secretary, and Treasurer and such other officers as the Board of Directors shall from time to time elect.
- (c) Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 2. COMPENSATION AND TERM OF OFFICE

- (a) The compensation and term of office of all the officers of the Corporation shall be fixed by the Board of Directors.
- (b) Any officer may be removed, either with or without cause, by action of the Board of Directors.
- (c) Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson, the President, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer.

Section 3. CHAIRPERSON, VICE CHAIRPERSON, PRESIDENT, AND CHIEF EXECUTIVE OFFICER

- (a) Either the Chairperson of the Board of Directors or the President may be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general oversight of the direction of the business and affairs of the Corporation. If the Chairperson of the Board of Directors has been appointed Chief Executive Officer, then the President shall, subject to the control of the Board of Directors and the Chief Executive Officer, be responsible for the day-to-day supervision and control of the business operations of the Corporation. The Chairperson of the Board of Directors, when present, shall preside at the meetings of the Board of Directors. The Vice Chairperson, when present and when the Chairperson is absent, shall preside at meetings of the Board of Directors. The Chairperson, or in his or her absence, the Vice Chairperson, shall be an ex-officio member of all standing committees, with full power to vote as a

member of such committees. The Chairperson and the Vice Chairperson shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

- (b) The President shall execute bonds, mortgages, and other contracts requiring a seal, except where required or permitted by law to be otherwise signed and executed or where the signing and execution thereof has been expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 4. SECRETARY

- (a) The Secretary shall attend all meetings of the Board of Directors and of the shareholders and shall keep or cause to be kept a book of the minutes of all meetings of the Board of Directors and of the shareholders showing the time and place of the meeting, whether it was regular or special, and if special, how authorized, the notice given, the names of those present at the Board of Directors' meetings, the number of shares present or represented at the shareholders' meetings, and the proceedings thereof.
- (b) The Secretary shall keep or cause to be kept a record of shareholders, or a duplicate record of shareholders, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for such shares, and the number and date of cancellation of certificates surrendered for cancellation.
- (c) The Secretary shall give or cause to be given such notice of the meetings of the shareholders and of the Board of Directors as is required by the By-Laws.

Section 5. TREASURER

- (a) The Treasurer shall have or cause to be kept the custody of the corporate funds, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated or approved by the Board of Directors.
- (b) The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be ordered or approved by the Board of Directors, taking proper vouchers for such disbursements, and shall render or cause to be rendered to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 6. ASSISTANTS

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary, Treasurer, or both. Such assistants may exercise the power of the Secretary or Treasurer, as the case may be, and shall perform such duties as are prescribed by the Board of Directors.

ARTICLE V EXECUTIVE AND OTHER COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the Board pursuant to AS 10.06.468 (or any successor statute), appoint an Executive Committee of seven (7) Directors, or such other number as the Board may determine, which may exercise such authority of the Board of Directors in the management of the Corporation as the Board of Directors may specifically delegate to it. Subject to law and the provisions of the Articles of Incorporation and the By-Laws, the Board of Directors may appoint such other committees, including without limitation a steering or advisory committee, as may be necessary from time to time, consisting of such number of its members and of other persons and having such powers as it may designate. Such committees shall hold office at the pleasure of the Board.

ARTICLE VI CORPORATE RECORDS AND REPORTS

Section 1. RECORDS

The Corporation shall maintain adequate and correct books, records, and accounts of its business properties. All such books, records, and accounts shall be kept at its place of business as fixed by the Board of Directors, except as otherwise provided by law.

Section 2. INSPECTION

All books and accounts of the Corporation shall be open to inspection by the shareholders in the manner and to the extent required by law.

Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS

The original or a copy of the By-Laws and any amendments thereto, certified by the Secretary, shall be open for inspection by the shareholders and Directors in the manner and to the extent required by law.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment for money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation shall be signed and endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

ARTICLE VII CERTIFICATE AND TRANSFER OF SHARES

Section 1. CERTIFICATE FOR SHARES

- (a) Every certificate representing shares shall state that the Corporation will furnish to a shareholder upon request and without charge a full or summary statement of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued and the variations in the relative rights and preferences between the shares of each series so far as they have been fixed and determined and the authority of the Board of Directors to fix and determine the relative rights and preferences of subsequent series.
- (b) Each certificate representing shares shall state upon the face:
 - (1) that the Corporation is organized under the laws of the State of Alaska;
 - (2) the name of the person to whom issued; and
 - (3) the number and class of shares, and the designation of the series, if any, which the certificate represents.

Section 2. REGISTERED SHAREHOLDERS

The Corporation shall be entitled to recognize the exclusive rights of a person registered on its books as the owner of shares for all purposes, including distribution of dividends, voting, and liability for assessments. The Corporation shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

Section 3. RESTRICTIONS ON TRANSFER

Shares of the Corporation or certificates representing such shares shall be transferred in accordance with law.

Section 4. TRANSFER AGENTS OR REGISTRARS

The Board of Directors may from time to time appoint one (1) or more transfer agents and one (1) or more registrars for the shares of the Corporation who shall have such powers and duties as the Board of Directors shall specify.

Section 5. CLOSING STOCK TRANSFER BOOKS

- (a) The Board of Directors may close the transfer books for a stated period not exceeding seventy (70) days to determine the shareholders entitled to notice of, or to vote at, a meeting of shareholders, entitled to receive payment of a dividend, or for any proper purpose. If the stock transfer books are closed to determine shareholders entitled to notice of, or to vote at, a meeting of shareholders, they shall be closed for at least twenty (20) days immediately preceding the meeting.
- (b) In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for the determination of shareholders. This record date shall not be more than sixty (60) days and, in case of a meeting of shareholders, not less than twenty (20) days before the date on which the particular action requiring the determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of, or to vote at, a meeting of shareholders or entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring the dividend is adopted is, as the case may be, the record date for the determination of shareholders.

ARTICLE VIII ALASKA NATIVE FUND DISBURSEMENTS, DIVIDENDS, AND WORKING CAPITAL

Section 1. ALASKA NATIVE FUND

Amounts received by the Corporation pursuant to the Alaska Native Claims Settlement Act shall be disbursed as directed by said Act, or in the absence of such direction, as determined by the Board of Directors.

During the five (5) years following the enactment of the Alaska Native Claims Settlement Act, not less than ten percent (10%) of all corporate funds received by the Corporation under Section 6 of said Act (Alaska Native Fund), and under subsection 7(i) of said Act (revenues from the timber resources and subsurface estate patent to the Corporation pursuant to said Act), and all other net income, shall be distributed among the shareholders of the Corporation. Not less than forty-five percent (45%) of funds from such sources during the first five (5) year period, and fifty percent (50%) thereafter, shall be distributed among the Village Corporations in the Region and to the class of shareholders who are not residents of those villages, as provided in subsection 7(k), 7(l), and 7(m) of said Act (i.e., holders of Class A Stock Village Voting or Non-Voting series).

When funds are distributed among Village Corporations in the Region, an amount computed as follows should be distributed as dividends to the class of shareholders who are not residents of those villages (i.e., holders of Class A Stock Non-Village Voting or Non-Voting series). The amount distributed among the Village Corporations that the number of shares of stock registered on the books of the Corporation in the name of non-residents of villages (i.e., Class A Non-Village Stock) bears to the number of shares of stock registered in the names of village residents (i.e., Class A Village Stock); provided that an equitable portion of the amount distributed as dividends may be withheld and combined with Village Corporation funds to finance projects that will benefit the Region generally.

The class of shareholders who are not residents of Village Corporations for purposes of distribution (i.e., shareholders of Class A Village Stock), and the number of shares registered on the books of the Corporation in the names of residents of each village for purposes of allocation pursuant to subsection 7(k) of said Act (i.e., Class A Village Stock), shall be determined on the basis of the records of the Corporation as of a date fixed by the Board of Directors not to exceed fifty (50) days prior to the date set for distribution.

Section 2. DIVIDENDS

Dividends may be declared by the Board of Directors from time to time, in accordance with law, out of the surplus or net profits of the Corporation and shall be payable at such time or times as the Board of Directors determines, subject to preferences and provisions set forth in law or the Articles of Incorporation.

Section 3. WORKING CAPITAL

Before the payment of any dividends or the making of any distributions of the net profits, there may be set aside out of the net profits of the Corporation such sum or sums as the Directors may from time to time in their discretion think proper, as a working capital or as a reserve fund to meet contingencies. The Board of Directors may from time to time increase, diminish, or vary such capital or such reserve funds in their judgment and discretion.

ARTICLE IX GENERAL PROVISIONS

Section 1. FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 2. AMENDMENT OF BY-LAWS

- (a) Except as otherwise provided by law, the Board of Directors or the shareholders, by approval of the outstanding shares, may amend or repeal the By-Laws or adopt new by-laws.
- (b) Whenever an amendment or new by-law is adopted, it shall be placed in the minute book of the Corporation with the original by-laws. If any by-law is repealed, the fact of repeal and the date on which the repeal occurred shall be placed in writing in the minute book.

Section 3. INDEMNIFICATION

The Corporation may indemnify its Directors, officers, employees, and other agents consistent with AS 10.06.490 (or any successor statute). The Corporation may also enter into a separate indemnification agreement with any of its Directors, officers, employees, or agents and shall indemnify any party to such agreement consistent with the agreement.

Section 4. DUTY OF CARE, CONTRACTS, AND CONFLICTS OF INTEREST

Each Director and officer shall serve, in good faith, in a manner the Director or officer reasonably believes to be in the best interests of the Corporation, and with the care, including reasonable inquiry, which an ordinarily prudent person in a like position would use under similar circumstances. Except as otherwise provided by law, no contract or other transaction between the Corporation and a Director, between the Corporation and any corporation or other entity in which the Director has a material financial interest, or between the Corporation and a corporation or other entity of which the Director also serves as a director is void or voidable because the Director or other entity is a party to the transaction or because the Director is present at the meeting during which the Board authorizes, approves, or ratifies the transaction if the material facts as to the transaction and as to the Director's interest are fully disclosed or known to the shareholders or Board of Directors, as the case may be, that authorizes, approves, or ratifies the transaction pursuant to the procedures set forth by applicable law.

Section 5. CONFIDENTIALITY

Each Director, officer, and employee has access to certain information regarding the Corporation's business, personnel, and shareholder affairs that constitutes nonpublic, confidential, or proprietary information. During and after the term of his or her service or employment, each Director, officer, and employee shall keep all such confidential information private and confidential, except to the extent disclosure of such information is required by law. Directors, officers, and employees may be asked to sign a separate confidentiality agreement and shall also comply with the terms of any such agreement.

Section 6. CODE OF BUSINESS ETHICS AND COMPLIANCE

Directors shall acknowledge in writing that he or she has read, and shall conduct his or her activities in accordance with the principles of, the document entitled "Code of Business Ethics and Compliance."