

**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

The outstanding common stock of Cook Inlet Region, Inc. is owned by approximately 7,600 shareholders. In order to ensure that the interests of all 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**

Any shareholder that is 18 years of age or older is eligible to serve as a member 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 CIRI 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.

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.**  
**WRITE-IN CANDIDATES**

The Company may, in its direction and on such terms and conditions as it deems appropriate, include in the Company's initial proxy mailings and/or the CIRI 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 CIRI proxy be deemed a solicitation by the Board on behalf of any write-in candidate. Persons submitting such information shall be solely responsible for compliance with Alaska's proxy regulations and with applicable law.

**IV.**  
**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, a copy of which are attached hereto as Attachment A, and these Election Procedures.

## 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. 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.

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.

**B. State Law Governing Proxy Solicitation**

**1. Applicability**

The Alaska Securities Act and the proxy solicitation regulations promulgated thereunder by the Alaska Department of Community and Economic Development 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.

C. Role of the Inspector of Elections

1. Neutrality

The Company shall appoint a neutral Inspector of Elections to act at each meeting of the shareholders. 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 Elections shall be neutral as to the outcome of any proxy contest or contested vote, the Inspector shall exercise due care to detect and prevent fraud and other violations of the proxy regulations.

2. Monitoring for Undated or Falsely Dated Proxies

The Inspector of Elections 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 or Instructions of the Administrator of Securities

Willful violation of a regulation or order of the Administrator of Securities is a crime (AS 45.55.210 (a)). 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 orders and instructions of the Administrator of Securities. The Inspector of Elections shall confer with the Company's General Counsel regarding the interpretation and application of, and compliance with, all orders or directives by the Administrator of Securities regarding proxies filed with the Company, as soon as practicable after such an 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 Elections by the close of business (5:00 p.m. Anchorage time) on 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 other electronic means, 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 Elections may engage a collection agent to receive, collect and tabulate proxies on behalf of the Inspector of Elections. 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 Elections. 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 Elections and his or her agents shall compare the shareholder's signature on each proxy card with the shareholder's name as printed on the card or, as necessary, as printed on the certified shareholder register to verify that the signature, on its face, appears to be that of the shareholder entitled to vote. The Inspector of Elections shall not pass judgment on the validity of a signature unless, on the face of the proxy, there appears to be a forgery; the Inspector of Elections shall refer any question of possible forgery to the Company's General Counsel. The Inspector of Elections 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. Undated proxies shall be brought to the attention of the Inspector of Elections for a final determination as to validity in accordance with these Election procedures.

The Inspector may consider signed proxies bearing only the printed year as dated proxies if no subsequent signed and dated proxy is received. The Inspector of Elections 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 card was received before the proxy deadline. Unless the Inspector determines another date is

appropriate under this Section or under Article III below, undated or incorrectly dated proxies accepted by the Inspector of Elections hereunder shall be deemed executed as of the date of record for the Annual Meeting.

In a contested election with Board-endorsed and non-Board-endorsed proxy solicitations, the Inspector of Elections 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 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 Elections, 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 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 Elections, 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 to receive from the Inspector of Elections (i) a copy of all proxies returned in favor of such proxyholder, and (ii) a report identifying all shareholders that have returned proxies in favor of such proxyholder, provided that the proxyholder has delivered to the Inspector all

proxies received by the proxyholder 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 Elections all proxies in his or her possession. 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 no more than two days prior to the date 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

Two days prior to the date of the shareholders’ meeting, or as soon thereafter as reasonably practicable, the Inspector of Elections 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 Elections shall, therefore, rely upon his or her good judgment and common sense. A few basic principles and several specific rules can, however, be stated:

Rule 1. 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.

Rule 2. The most recent dated proxy controls.

Rule 3. 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.

Rule 4. 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.

Rule 5. The proxy card or form must be signed by the shareholder. If it is not signed, it is invalid and cannot be counted. Common situations are:

- (1) the proxy is not signed (the proxy is invalid);
- (2) the signature is illegible (the proxy is presumed valid but it may be declared invalid by the Inspector of Elections, the State Administrator of Securities or a court of competent jurisdiction); and
- (3) the proxy is signed by a minor shareholder instead of by the guardian or custodian in whose name the Company has the stock on its books (the proxy is invalid without the signature of the guardian or custodian of record on the Company's books).

Rule 6. 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 Elections shall make a reasoned judgment as to which meaning best reflects the likely intention of the shareholder. In general, the Inspector of Elections shall endeavor to afford full exercise of the shareholder's voting rights.

Rule 7. The Inspector of Elections 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.

Rule 8. In general, the Inspector of Elections shall not use evidence outside the proxy card form itself. It is that card or 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. Similarly, if, for example, the Inspector can determine, based on the color or form of a particular proxy card, 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. Moreover, if there is documentary evidence that a shareholder'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. Similarly, 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 card or form are controlling, and the Inspector of Elections shall rely on them.

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, 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 Elections or unless the Administrator of Securities or a court of competent jurisdiction declares it invalid.

B. Proxy Interpretation Rules and Guidelines

As set forth above, in reviewing returned proxy forms, the Inspector of Elections 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, these election procedures, and the following interpretation rules and guidelines:

- (a) 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. Circling, highlighting and other marks or notes on the proxy which do not constitute lining or striking through a candidate's name shall be deemed extraneous marks and shall have no effect on the proxy.
- (b) 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 such 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 at the Annual Meeting in order to make his or her votes available for another candidate.

- (c) 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 Elections 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.
  
- (d) 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, then the Inspector of Elections shall allocate the shareholder's votes exclusively to the eligible write-in candidates on a pro-rata basis [, unless the shareholder unambiguously directs another allocation, in which case the shareholder's direction shall be followed].
  
- (e) If a shareholder writes-in one or more candidates and does not strike out or line through all board-recommended candidates, then the Inspector of Elections shall allocate the shareholder's votes so as to give proportional effect to all candidates and candidate groups listed. For example, if the shareholder writes in three candidates, then 25 percent of the shareholder's votes shall be available for voting in the proxyholder's discretion among those board-recommended candidates not stricken; the remaining 75 percent of the shareholder's votes shall be allocated to the eligible write-in candidates on a pro-rata basis [, unless the shareholder unambiguously directs another allocation, in which case the shareholder's direction shall be followed].

### 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 Elections 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 be apportioned 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 or card 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 Elections 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 Elections 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 Elections 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 Elections 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.

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 Elections 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 Elections.

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 Elections, 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 Elections or an agent or delegate of the Inspector.
- (d) The Company shall have the right to have a representative present with any proxy examiner at all times during the examination of the proxies. If the Company elects to have a representative present during such an examination by any particular proxy examiner, then all proxy materials must be placed in safekeeping whenever the Company's representative must leave the presence of the proxy examiner.
- (e) 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 Elections 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 Elections shall authorize the correction to be made, and the necessary corrections shall immediately be made.

### 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 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 one representative present at all times 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 Elections 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.(e) 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 Elections 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 Elections' and/or the Company's proposed resolution thereof.

**V.**

**CUSTODY AND DISPOSITION OF ORIGINAL  
PROXIES, BALLOTS AND RELATED MATERIALS  
AFTER THE SHAREHOLDER MEETING**

A. Ownership

All proxies and ballots turned in to the Inspector of Elections, 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 Elections, or the Inspector's agent for such purpose, shall keep and maintain the proxies, ballots and all related tabulations, journals and reports for a period of at least three (3) months (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.

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.

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, employees of the Company, and agents of the Company assisting with the conduct of the meeting, shall be entitled to attend or address the meeting.
2. The business of the meeting will follow the order established by the agenda.
3. Shareholders need not vote at the meeting if they have already voted by proxy. However, if they wish to change their vote, or if they wish to vote and did not vote by proxy, they must register their presence and obtain a ballot prior to the deadline established by the Inspector of Elections.
4. Those shareholders desiring to address the meeting shall wait until they have been recognized and shall then give their remarks in turn. Shareholders should give their name before speaking and state their view succinctly, allowing others to speak thereafter.

5. Once a shareholder has spoken on a subject, other shareholders will be given the opportunity to speak before someone is recognized for a second time.
6. Questions or remarks should be relevant to the meeting, pertinent to matters properly before the meeting, and briefly stated.
7. 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.
8. The use of cameras, sound recording equipment, communication devices, or any other similar equipment, by any person other than the Company shall be prohibited without the advance written permission of the Company. Violators may be ejected from the meeting.