

**ALASKA PENINSULA CORPORATION  
MINUTES OF THE 2019 ANNUAL MEETING  
OF SHAREHOLDERS  
APRIL 13, 2019  
ANCHORAGE, ALASKA  
MARRIOTT HOTEL**

**Invocation:**

Bishop David delivered the invocation to the shareholders to open the meeting at 11:15 a.m. at the Marriot Hotel, Anchorage, Alaska.

**Moment of Silence:**

There was a moment of silence in remembrance of deceased shareholders.

**Guest Speaker:**

Willie Hensley, Distinguished Visiting Professor, University of Alaska Anchorage, was thereupon introduced as the guest speaker. Upon conclusion of his remarks, Professor Hensley received a standing ovation.

**Introduction of Assistants for Annual Meeting:**

Brad Angasan, Senior Vice President introduced the staff helping with the meeting. He also explained that for the question portion of the annual meeting, each questioner would be limited to two questions, with not more than five minutes total. After the two questions, the questioner would then have to go to the back of the line if he or she had more questions.

**Call to Order:**

The President, Trefon Angasan, Jr., thereupon called the meeting of Shareholders to order at 11:40 a.m.

**Introduction of Board:**

The Chair introduced the Board:

Adrienne Christensen, Member  
Terry Wassillie, Member  
Gary Nielsen, Member  
Carvel Zimin, Jr., Secretary  
Gerda Kosbruk, Treasurer  
Nancy Flensburg, Member  
Fred T. Angasan, Sr., Vice President  
Trefon Angasan, Jr., President and Chairman

Shirley Nielsen, Member

The Chair then discussed the personal services contract he has with PLP, and explained that when the issue of Pebble arises, during Board meetings or otherwise, Trefon turns over the Chair and absents himself from both discussion and voting. All decisions are made without Trefon's presence in the room.

The Chair then announced that the Settlement Trust would be making a distribution of \$4 per unit to each holder of settlement common stock.

The Chair gave a general overview of APC's recovery, involving a net profit of over \$700,000 and no debt at the time of the annual meeting. He discussed Yukon Electric, Inc.

**Recognition of Elders:**

The Chair recognized the elders in the room:

- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**Introduction of Staff:**

David McAlister, Executive Vice President and CEO then introduced staff present:

- Dave McAlister, Executive Vice President and CEO
- Tana Myers, Chief Financial Officer and Assistant Secretary/Treasurer
- Brad Angasan, Senior Vice President
- Bobbie Orloff, Office Supervisor
- Spirit Angasan, Receptionist
- Greg DuBois, Business Manager, APC Services, LLC

**Announcement of Quorum:** Inspector of Elections Jeannine Ritter of BDO announced that of the 45,427.7143 shares of settlement common stock issued and entitled to vote. 27,588.2572 shares were present in person or by proxy, constituting a quorum of 60.7%. APC's threshold quorum is 33%. Accordingly, a quorum was established.

**Additional Chairman's Remarks:**

The Chairman remarked that an independent slate in competition with the management slate of directors was a good thing and helped to avoid chaos.

**Approval of Agenda:**

Raymond Wassillie moved to approve the agenda. Gwen Angasan seconded the motion.  
MOTION CARRIED.

**Shareholder Recognition Award:**

The Alaska Peninsula Corporation Shareholder Recognition Award was presented to Gerda Kosbruk for her contributions to the community, to Alaska Peninsula Corporation, and to the region at large.

**Door Prizes:**

A few door prizes were then selected as follows:

IPad: John Holm (John Holm re-donated the iPad, and Liam Steward won)

APC Services Mystery Boxes were donated as follows:

Raymond Wassillie: \$50

Lorianne Rawson: \$150

Peter Acovak: \$100

**Additional Door Prizes:**

55" Visio TV (APC Door Prize): Robert Hill

Earrings donated by Jolene Petticrew: Aurelia Zimin

Xbox prize by APC: Shawn Mitchell

Orville Lind Print: Makenzy Wassillie

The President then called about David McAlister, CEO and Executive Vice President to report.

**Executive Vice President and CEO Report:**

Executive Vice President and CEO David McAlister reported on the growth of the company, and its strong finish for 2018. He explained that the Corporation had changed its fiscal year to a calendar year, effective for the period of April 1, 2018 through December 31, 2018. During that period, the company had revenues of \$8.5 million, paid off its short-term debt and reorganized the entire operations into one facility. It has formed strategic partnerships to provide services in the field. For fiscal year 2019, there is already \$5 million on the books, including work in geotechnical and bathymetries, as well as the Kokhanok camp, bear guards geophysical operations in Lake Iliamna and a projection of \$8.5 million in revenues.

Mr. McAlister announced that the company is working on diversification. In FY18, 30% of revenues came from Pebble. During the short year 2018, 40% was from Pebble. This year, the company is working on diversification. Mr. McAlister also touched on the right-of-way agreement explaining it is a long term agreement to provide PLP a right of entry for access, and is essentially a real estate transaction. Maps were shown. Brad Angasan, Senior Vice President explained that other ANC's are also negotiating for right-of- ways. The northern right-of-way is 12 miles by 120 feet and the southern right-of-way is also 12 miles by 120 feet wide. The agreements contain annual rent payments, and contingencies for additional payments and opportunities.

The Executive Vice President and CEO thanked the Board of Directors, and his hard working staff.

**Financial Report:**

Preparatory to the financial report, two door prizes from Talarik Research and Restoration Services, LLC were called:

Russell Phelps: \$150

Justin Zimin: \$100

Nefuti Orloff: \$100

Gusty Wassillie: \$50

Ralph Angasan, Sr.: \$50

George King III: \$50

Jake Kolipano, BDO, gave a summary of the Independent Accountant's financial statements. There were no questions.

CFO Tana Myers then provided graphics of the financial statements, showing contract revenues dramatically increased in 2018 over the previous 10 years. She showed that there had not been a profit in the last five years previous to 2018, and now the profit was roughly \$1 million. Contract revenues were the most ever seen.

CFO Myers also discussed the Settlement Trust. Contributions have increased. The APC Board has requested the Trust Board to develop burial assistance and scholarship programs. The Settlement Trust is showing growth and has grown significantly over the years.

The Chair stated that all litigation had been completed and called on legal counsel to explain the YEI litigation and resolution.

### **Corporation Activity Report:**

Senior Vice President Brad Angasan then gave an activity report:

1. Business Development: APC is developing relationships with Indian Tribes outside BBNC in Alaska.
2. Corporate Communications: Brad handles communications from Board to management and communications to shareholders.
3. Land Management: He is managing 400,000 acres of land.
4. Edison Shwest: Two shareholders have now been placed with Edison Shwest in career development and training program.
5. Subsidiaries: These are now divided into two divisions: Commercial and government. APC Services, LLC and YEI are in commercial and the federal division, APC Construction, APC Professional Services, and Talarik Research and Restoration Services. APC Technology Services reserves presently bookshelved and undeveloped.

### **Talarik Research and Restoration Services, LLC:**

Greg DuBois reported on Talarik Research and Restoration, marketing efforts, and development of a response to new contaminants.

### **Nominations:**

Whereupon, the Chair announced nominations were in order.

Fred T. Angasan nominated John Holm, Lydia Olympic nominated Adrienne Christensen, Robert Hill and Terry Mann. Upon inquiry, each stated they would stand for election.

Nancy Flensburg, Shirley Nielsen and each indicated upon inquiry and intent to stand for election.

MOTION: Motion was duly made and seconded to close nominations. With no opposition, MOTION CARRIED. Whereupon a recess was taken.

### **Results:**

Jeannine Ritter, BDO and Inspector of Elections, announced the results as follows:

John Holm: 21,194.3273  
Nancy Flensburg: 9,441.4682  
Shirley Nielsen: 19,996.4324  
Terry Mann: 25,299.9387  
Adrienne Christensen: 3,430.7001

Robert Hill: 3,299.9049

And accordingly the new Board members were:

1. John Holm
2. Shirley Nielsen
3. Terry Mann

**Question and Answer Period:**

There were a number of questions and answers. Numerous shareholders spoke.

**APC Cash Prizes:**

Kevin Olympic: \$1,000

Thea Nowatak: \$300

Shawn Mitchell: \$100

Nancy Wassillie: \$100

Natalia Pallak: \$50

John Savo: \$50

Moxie Wonhola: \$50

**APC Door Prize:**

Iliamna Air Roundtrip Ticket: Joanne Wassillie

Grant Air Roundtrip Ticket: Clara Angasan

**YEI Cash Prizes:**

Carvel Zimin, Jr.: \$150

Gwen Angasan: \$100

Wesley Matsuno: \$100

Elena Balluta: \$50

Sarah Anderson: \$50

Donald Nielsen, II: \$50

**Fortier & Mikko Cash Prizes:**

Anecia Wassillie: \$200

Vickie Alto: \$200

Joanie Wassillie: \$150

Jolene Petticrew: \$100

Lorianne Zimin: \$100

There being no further business to come before the meeting, the Chair declared the meeting adjourned at 4:45 p.m.

RESPECTFULLY SUBMITTED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
Recording Secretary