



CIRI

**BOARD**

APPLICATION  
PACKET



Fellow CIRI Shareholders,

Thank you for your interest in serving on the CIRI Board of Directors! Our Alaska Native, 15-member Board is comprised of voting CIRI Shareholders, elected by CIRI Shareholders, who govern the Corporation and advance its goals—to provide for CIRI's Shareholders and Descendants economically, socially and culturally in perpetuity.

Joining the CIRI Board is not just about holding a position; it is an opportunity to shape the future of our Corporation and leave a lasting impact. Directors play a pivotal role in guiding strategic decisions, fostering innovation and ensuring ethical governance.

CIRI embraces diversity and welcomes individuals from varied backgrounds to join the Board. So, if you are driven to make a difference, I encourage you to apply and seize the opportunity to be at the forefront of CIRI governance, oversight and important decision making.

Sincerely,  
Cook Inlet Region, Inc.



Doug Fifer  
*Board Chair*



# DIRECTOR RESPONSIBILITIES AND EXPERIENCE

Candidates seeking to be named to the Board-recommended slate should:

- be leaders with integrity.
- have knowledge of and be involved with the Alaska Native community, Alaska Native Corporations, or the Cook Inlet region.
- have a strong understanding of business and basic financial knowledge.
- have a college degree or equivalent business experience.

CIRI's primary business segments include energy and infrastructure, financial investments, government services, land and natural resources, real estate, and technology services. Shareholders with relevant industry experience in one or more of these segments are encouraged to apply.

## Time commitment for Board Directors

Directors spend 200-plus hours on Board-related matters per year.

This is equivalent to one full month of workdays being spent on Board responsibilities. Many of the duties and responsibilities expected of Directors involve work performed in various committees. CIRI Board Committees are as follows: Executive Committee, Audit Committee, Compensation Committee, Nominating and Governance Committee, Investment Committee and Operations Committee. The Board convenes an average of six meetings per year, with added committee meetings, management presentations and strategy sessions.

## Board term-limit policy

Beginning in 2019, individuals elected to the CIRI Board of Directors may serve no more than four consecutive three-year terms. Board term limits were put in place to ensure a regular influx of new members, bringing diverse perspectives, experiences and ideas to the Corporation.

## Compensation

Directors receive an annual stipend as compensation for their service directed as members of the CIRI Board, including for their attendance at all Board of Director and committee meetings and other Board-directed events.

## Application details

The Nominating and Governance Committee will review all timely applications, conduct selected interviews, and recommend candidates to the CIRI Board. Based on the committee's recommendations and the Board's subsequent evaluation, the CIRI Board will name five candidates to the Board-recommended slate. To be considered, Board slate applicants, including incumbents, must complete and return a candidate nominee application to CIRI by 3 p.m. Alaska Standard Time on Monday, January 13, 2025.

This Questionnaire is designed to provide background information on potential candidates for the CIRI Board-recommended slate of candidates. All candidates for director on a Board of an ANCSA Corporation must disclose certain information about themselves, per Alaska law (3 AAC 08.305, et seq.). If you are selected as a candidate for the CIRI Board-recommended slate, relevant information will be disclosed in the Proxy Statement CIRI will prepare and file with the State Division of Banking & Securities and mail to CIRI Shareholders. On the following page you will find definitions that may assist you in completing the Questionnaire.

- **Your signed and completed Questionnaire and a current resume must be received no later than 3:00 p.m. Alaska Standard Time on Monday, January 13, 2025**, and it may be mailed to: CIRI Shareholder Relations, P.O. Box 93330, Anchorage, Alaska 99509-3330 or emailed to: [boardapplications@ciri.com](mailto:boardapplications@ciri.com). **It is your responsibility to ensure your submission is received by the deadline.**
- **Please carefully read the instructions for each question**, answer every question fully and provide any additional information you think is relevant, using additional sheets if necessary. Please refrain from using acronyms. If there is any situation about which you have any doubt, please give relevant facts so that the information may be reviewed by CIRI.
- Unless stated otherwise, your answer should reflect the actual circumstances as of the date you complete this Questionnaire. **If you are selected for the CIRI Board slate and any of your answers change after turning this Questionnaire in, please immediately email [locchipinti@ciri.com](mailto:locchipinti@ciri.com).**



# CERTAIN INTERPRETATIONS & 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 chief executive officer, president, secretary, treasurer, chief financial officer, chief operating 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 2024, your spouse, parent, child or sibling by blood or adoption.

**Minor offense.** "Minor offense" has the meaning given in the Alaska Rules of Minor 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).

**Material misrepresentation.** "Material misrepresentation" has the meaning given in 3 AAC 08.315(a), 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.

**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 the person's duties in the course of employment;
  - (ii) a person who merely transmits proxy soliciting material or performs other ministerial or clerical duties;
  - (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 the person's duties in course of 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 the 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.

\_\_\_\_\_  Yes  No I acknowledge that I have read through all the information provided in this section.  
*Initials*



# ACKNOWLEDGMENT

*I understand that the information that I am furnishing herein will be relied upon by the CIRI Board of Directors when selecting the Board-recommended slate of candidates and by CIRI in the preparation of its Proxy Statement for the upcoming Annual Meeting of Shareholders. In that connection, I hereby affirm to CIRI that the information that I supply in this application 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" on the prior page). I understand that as part of the nominating procedure, my references and other information may be verified, and my signature on the attached release form authorizes CIRI to do that.*

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*Signature of nominee*

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*Date*

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*Printed name*

**If any of your answers change after you have submitted your Questionnaire, please email [locchipinti@ciri.com](mailto:locchipinti@ciri.com) immediately.**



# AUTHORIZATION FOR RELEASE OF INFORMATION

I understand, as a candidate for the CIRI Board of Directors, that my qualifications as a CIRI Board-recommended candidate may be contingent upon satisfactory results of a background investigation.

I hereby authorize Cook Inlet Region, Inc. and/or its authorized agents to conduct such a background investigation. Inquiries may be made about me including but not limited to previous employer verifications, education verifications, consumer credit reports, criminal conviction history, motor vehicle reports, social security trace reports and other reports. I understand that Cook Inlet Region, Inc. and/or its authorized agent(s) may be requesting information from various federal, state and other agencies that maintain records concerning my past activities relating to my driving, credit, criminal or civil cases and other experiences, and I authorize the disclosure of such information. I further authorize disclosure of information involving me in the files of insurance companies.

I hereby authorize and release, without reservation, any party or agency contracted by Cook Inlet Region, Inc. and its employees or assigns from any and all claims, action, suits, agreements or liabilities arising from the release of said information to Cook Inlet Region, Inc. or any authorized agent thereof. **(Please note, you may also receive a separate release from a third-party vendor who conducts background checks; as such, vendors require that their own release be executed.)**

**Note: Before signing this document, read it thoroughly and complete all requested information. If not applicable, indicate by drawing a line through the section.**

## I have read and understand the above notice.

First name: \_\_\_\_\_ Middle initial: \_\_\_\_\_ Last name: \_\_\_\_\_

Date of birth: \_\_\_\_\_ Phone: \_\_\_\_\_

Email Address: \_\_\_\_\_

*I have read and understand the above notice.*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

725 E. FIREWEED LANE, SUITE 800 • P.O. BOX 93330 • ANCHORAGE, ALASKA 99509-3330



# 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

Please furnish the following information:

1. Your **full** name as it appears on your CIRI stock certificate:

\_\_\_\_\_

1.1 Date of birth: \_\_\_\_\_

1.2 Current mailing address: \_\_\_\_\_

1.3 Current residence address (if different from mailing address. See definition of "residence" at the beginning of this packet):

\_\_\_\_\_

1.4 Phone number: \_\_\_\_\_  Home  Work  Cell

1.5 Email address: \_\_\_\_\_

2. List all positions and offices **with CIRI and any CIRI subsidiary or affiliate** that you currently hold or held at any time during 2024, together with applicable dates (see definition of "affiliate" at the beginning of this packet). **For positions still held, write "current" in lieu of an end date.**

CIRI organization name	Position title	Dates held
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>

3. List all previously held positions and offices **with CIRI and any CIRI subsidiary or affiliate**, together with applicable dates, **with the exception of any positions and offices listed in your response to Question 2** (see definition of "affiliate" at the beginning of this packet).

CIRI organization name	Former position title	Dates held
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>



# 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

4. Give a brief account of your **employment/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 legal business name	Position title	Dates held
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>

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 include 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/organization name	Position title	Dates held
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>

6. List all other 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 2024, 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/organization name	Position title	Dates held
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>
_____	_____	From: _____ to: _____ <i>mm/yy mm/yy</i>





# 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

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 2024, 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.**

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

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9. Are any of your family members, or were any of your family members at any time during 2024, 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 beginning of this packet)? **Yes or No:** \_\_\_\_\_ If so:

Family member name	Nature of relationship	Full company, Tribe or organization name	Position held or sought	Ending date of service
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

10. Have you, or have any of your family members, now, or at any time during 2024, 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 beginning of this packet)? **Yes or No:** \_\_\_\_\_

10.1 If the answer to Question 10 is “Yes,” give the full legal name of each such firm, corporation or other entity involved, list the position(s) held, 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.



# 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

- 11.** Other than investments held in a mutual fund or similar type of managed investment portfolio, do you, or do any of your family members, now own, or at any time during the calendar year 2024 own, a material interest (5% or more of total outstanding stock) (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 beginning of this packet)? **Yes or No:** \_\_\_\_\_
- 11.1** If the answer to Question 11 is “Yes,” 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 on a separate sheet and attach it to this Questionnaire. 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, be sure to note the date of the sale.**
- 11.2** Are you aware of any current or proposed financial or business transactions, or any financial or business transactions occurring during 2024, between CIRI or a CIRI subsidiary and any firm, corporation, business or professional entity listed in 11.1 involving more than \$20,000 in the aggregate (see definition of “transaction” at the beginning of this packet)? **Yes or No:** \_\_\_\_\_
- 11.3** If the answer to Question 11.2 is “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.
- 12.** Within the ten years preceding the date of this Questionnaire, was a voluntary or involuntary petition under any 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 (see definition of “executive officer” at the beginning of this packet)? **Yes or No:** \_\_\_\_\_
- 12.1** If the answer to Question 12 is “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 beginning of this packet)? **Yes or No:** \_\_\_\_\_
- 13.1** If the answer to Question 13 is “Yes,” provide the details of each such instance on a separate sheet and attach it to this Questionnaire.



# 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

**14.** Were you ever the subject of any order, judgment or decree of a court or administrative agency, not subsequently reversed, suspended or vacated, which was based on or included a finding that you engaged in fraud, unethical or illegal business practices, violated fiduciary duties or violated federal or state securities laws? **Yes or No:** \_\_\_\_\_

**14.1** If the answer to Question 14 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? **Yes or No:** \_\_\_\_\_

**15.1** If the answer to Question 15 is "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 and 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:** \_\_\_\_\_

**16.1** If the answer to Question 16 is "Yes," provide the details of each such instance on a separate sheet and attach it to this Questionnaire.

**17.1** Describe your postsecondary educational background **relevant to serving on the CIRI Board of Directors**.

Full name of school	School address	Years attended	Degrees (including degree type and field of study)

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

Training program name	Full name of organization that offered the program	Duration of training	Completion date	Certification received



# 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

**17.3** Do you, or will you, have any other participants in your campaign (see definition of “participants” at the beginning of this packet)? **Yes or No:** \_\_\_\_\_

**17.4** 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.

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**17.5** 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, letters to the editor, 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.

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**17.6** 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).

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**17.7** If 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, please state the terms of and the names of the parties to each such arrangement or understanding (see definitions of “affiliate” and “transaction” at the beginning of this packet).

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## 2025 BOARD-RECOMMENDED CANDIDATE INFORMATION AND DISCLOSURE QUESTIONNAIRE

- 17.8** Pursuant to CIRI's Bylaws, 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 (5) years before the election date (June 7, 2025); (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 CIRI. Are you eligible to serve as a CIRI Director? **Yes or No:** \_\_\_\_\_
- 17.9** If you are elected to the CIRI Board, are you also interested and willing to serve as a director on the Board of one or more of CIRI's affiliates (see definition of "affiliate" at the beginning of this packet)? **Yes or No:** \_\_\_\_\_

\_\_\_\_\_  Yes  No I acknowledge that I have read through all the information provided in this packet, and I confirm that I understand it. I also affirm that the information I am providing is true and accurate.  
*Initials*

