

104TH CONGRESS
1ST SESSION

S. 444

To amend the Alaska Native Claims Settlement Act to provide for the purchase of common stock of Cook Inlet Region, and for other purposes.

IN THE SENATE OF THE UNITED STATES

FEBRUARY 16 (legislative day, JANUARY 30), 1995

Mr. MURKOWSKI (for himself and Mr. STEVENS) introduced the following bill; which was read twice and referred to the Committee on Energy and Natural Resources

A BILL

To amend the Alaska Native Claims Settlement Act to provide for the purchase of common stock of Cook Inlet Region, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. PURCHASE OF SETTLEMENT COMMON STOCK**
4 **OF COOK INLET REGION.**

5 (a) IN GENERAL.—Section 7(h) of the Alaska Native
6 Claims Settlement Act (43 U.S.C. 1606(h)) is amended
7 by adding at the end the following:

8 “(4) COOK INLET REGIONAL CORPORATION.—(A) In
9 this paragraph:

1 “(i) The term ‘Cook Inlet Regional Corporation’
2 means Cook Inlet Region, Incorporated.

3 “(ii) The term ‘nonresident distribution right’
4 means the right of owners of nonvillage shares to
5 share in distributions made to shareholders pursuant
6 to subsections (j) and (m).

7 “(iii) The term ‘nonvillage shares’ means shares
8 of Settlement Common Stock owned by stockholders
9 who are not residents of a Native village.

10 “(iv) The term ‘nonvoting security’ means a se-
11 curity, for only the nonresident rights that attach to
12 a share of Settlement Common Stock, that does not
13 have attached voting rights.

14 “(B) Cook Inlet Regional Corporation may, by an
15 amendment to its articles of incorporation made in accord-
16 ance with the voting standards under section 36(d)(1),
17 purchase Settlement Common Stock of Cook Inlet Re-
18 gional Corporation and all rights associated with the stock
19 from the shareholders of Cook Inlet Regional Corporation
20 in accordance with any provisions included in the amend-
21 ment that relate to the terms, procedures, number of of-
22 fers to purchase, and timing of offers to purchase.

23 “(C) Subject to subparagraph (D), and notwithstand-
24 ing paragraph (1)(B), the shareholders of Cook Inlet Re-
25 gional Corporation may, in accordance with an amend-

1 ment made pursuant to subparagraph (B), sell Settlement
2 Common Stock of the Cook Inlet Regional Corporation to
3 the Corporation.

4 “(D) No purchase or sale may be made pursuant to
5 this paragraph without the prior approval of the board of
6 directors of Cook Inlet Regional Corporation. Except as
7 provided in subparagraph (E), each purchase and sale
8 made under this paragraph shall be made pursuant to an
9 offer made on the same terms to all holders of Settlement
10 Common Stock of the Cook Inlet Regional Corporation.

11 “(E) To recognize the different rights that accrue to
12 any class or series of nonvillage shares, an amendment
13 made pursuant to subparagraph (B) shall authorize the
14 board of directors (at the option of the board) to offer
15 to purchase—

16 “(i) nonvillage shares, including nonresident
17 distribution rights, at a price that includes a pre-
18 mium, in addition to the amount that is offered for
19 the purchase of other village shares of Settlement
20 Common Stock of the Cook Inlet Regional Corpora-
21 tion, that reflects the value of the nonresident dis-
22 tribution rights; or

23 “(ii) nonvillage shares without the nonresident
24 distribution rights associated with the shares.

1 “(F) Any shareholder who accepts an offer made by
2 the board of directors pursuant to subparagraph (E)(ii)
3 shall receive, with respect to each nonvillage share sold
4 by the shareholder to the Cook Inlet Regional Corpora-
5 tion—

6 “(i) the consideration for a share of Settlement
7 Common Stock offered to shareholders of village
8 shares; and

9 “(ii) a nonvoting security.

10 “(G) An amendment made pursuant to subparagraph
11 (B) shall authorize the issuance of a nonvoting security
12 that—

13 “(i) shall, for purposes of subsections (j) and
14 (m), be treated as a nonvillage share with respect
15 to—

16 “(I) computing distributions under those
17 subsections; and

18 “(II) entitling the holder of the share to
19 the proportional share of the distributions made
20 under those subsections;

21 “(ii) may be sold to Cook Inlet Regional Cor-
22 poration; and

23 “(iii) shall otherwise be subject to the restric-
24 tions under paragraph (1)(B).

1 “(H) A share of Settlement Common Stock pur-
2 chased pursuant to this paragraph shall be canceled on
3 the conditions that—

4 “(i) a nonvillage share with the nonresident
5 rights that attach to such a share that is purchased
6 pursuant to this paragraph shall be considered to
7 be—

8 “(I) an outstanding share; and

9 “(II) for the purposes of subsection (m), a
10 share of stock registered on the books of the
11 Cook Inlet Regional Corporation in the name of
12 a stockholder who is not a resident of a Native
13 village;

14 “(ii) any amount of funds that would be distrib-
15 utable with respect to a nonvillage share or
16 nonvoting security pursuant to subsection (j) or (m)
17 shall be distributed by Cook Inlet Regional Corpora-
18 tion to the Corporation; and

19 “(iii) a village share that is purchased pursuant
20 to this paragraph shall be considered to be—

21 “(I) an outstanding share; and

22 “(II) for the purposes of subsection (k),
23 shares of stock registered on the books of the
24 Cook Inlet Regional Corporation in the name of
25 a resident of a Native village.

1 “(I) Any offer to purchase Settlement Common Stock
2 made pursuant to this paragraph shall exclude from the
3 offer—

4 “(i) any share of Settlement Common Stock
5 held, at the time the offer is made, by an officer (in-
6 cluding a member of the board of directors) of Cook
7 Inlet Regional Corporation or a member of the im-
8 mediate family of the officer; and

9 “(ii) any share of Settlement Common Stock
10 held by any custodian, guardian, trustee, or attorney
11 representing a shareholder of Cook Inlet Regional
12 Corporation in fact or law, or any other similar per-
13 son, entity, or representative.

14 “(J)(i) The board of directors of Cook Inlet Regional
15 Corporation, in determining the terms of an offer to pur-
16 chase made under this paragraph, including the amount
17 of any premium paid with respect to a nonvillage share,
18 may rely upon the good faith opinion of a recognized firm
19 of investment bankers or valuation experts.

20 “(ii) Notwithstanding any other law, Cook Inlet Re-
21 gional Corporation, a member of the board of directors
22 of Cook Inlet Regional Corporation, and any firm or mem-
23 ber of a firm of investment bankers or valuation experts
24 who assists in a determination made under this subpara-
25 graph shall not be liable for damages resulting from terms

1 made in an offer made in connection with any purchase
2 of Settlement Common Stock if the offer was made—

3 “(I) in good faith;

4 “(II) in reliance on a determination made pur-
5 suant to clause (i); and

6 “(III) otherwise in accordance with this para-
7 graph.

8 “(K) The consideration given for the purchase of Set-
9 tlement Common Stock made pursuant to an offer to pur-
10 chase that provides for the consideration may be in the
11 form of cash, securities, or a combination of cash and se-
12 curities, as determined by the board of directors of Cook
13 Inlet Regional Corporation, in a manner consistent with
14 an amendment made pursuant to subparagraph (B).

15 “(L) Sale of Settlement Common Stock in accordance
16 with this paragraph shall not diminish a shareholder’s sta-
17 tus as a Native or descendant of a Native for the purpose
18 of qualifying for those programs, benefits and services or
19 other rights or privileges set out for the benefit of Natives
20 and Native Americans. Proceeds from the sale of Settle-
21 ment Common Stock shall not be excluded in determining
22 eligibility for any needs-based program that may be pro-
23 vided by a Federal, State, or local agency.”.

24 (b) CONFORMING AMENDMENT.—Section 8(c) of the
25 Alaska Native Claims Settlement Act (43 U.S.C. 1607(c))

1 is amended by striking “(h)” and inserting “(h) (other
2 than paragraph (4))”.

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