

Calendar No. 43104TH CONGRESS
1ST SESSION**H. R. 421**

IN THE SENATE OF THE UNITED STATES

MARCH 15, 1995

Received

MARCH 27, 1995

Read twice and placed on the calendar

AN ACT

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 new paragraph:

1 “(4)(A) As used in this paragraph, the term ‘Cook
2 Inlet Regional Corporation’ means Cook Inlet Region, In-
3 corporated.

4 “(B) The Cook Inlet Regional Corporation may, by
5 an amendment to its articles of incorporation made in ac-
6 cordance with the voting standards under section
7 36(d)(1), purchase Settlement Common Stock of the Cook
8 Inlet Regional Corporation and all rights associated with
9 the stock from the shareholders of Cook Inlet Regional
10 Corporation in accordance with any provisions included in
11 the amendment that relate to the terms, procedures, num-
12 ber of offers to purchase, and timing of offers to purchase.

13 “(C) Subject to subparagraph (D), and notwithstand-
14 ing paragraph (1)(B), the shareholders of Cook Inlet Re-
15 gional Corporation may, in accordance with an amend-
16 ment made pursuant to subparagraph (B), sell the Settle-
17 ment Common Stock of the Cook Inlet Regional Corpora-
18 tion to itself.

19 “(D) No sale or purchase may be made pursuant to
20 this paragraph without the prior approval of the board of
21 directors of Cook Inlet Regional Corporation. Except as
22 provided in subparagraph (E), each sale and purchase
23 made under this paragraph shall be made pursuant to an
24 offer made on the same terms to all holders of Settlement
25 Common Stock of the Cook Inlet Regional Corporation.

1 “(E) To recognize the different rights that accrue to
2 any class or series of shares of Settlement Common Stock
3 owned by stockholders who are not residents of a Native
4 village (referred to in this paragraph as ‘non-village
5 shares’), an amendment made pursuant to subparagraph
6 (B) shall authorize the board of directors (at the option
7 of the board) to offer to purchase—

8 “(i) the non-village shares, including the right
9 to share in distributions made to shareholders pur-
10 suant to subsections (j) and (m) (referred to in this
11 paragraph as ‘nonresident distribution rights’), at a
12 price that includes a premium, in addition to the
13 amount that is offered for the purchase of other vil-
14 lage shares of Settlement Common Stock of the
15 Cook Inlet Regional Corporation, that reflects the
16 value of the nonresident distribution rights; or

17 “(ii) non-village shares without the nonresident
18 distribution rights associated with the shares.

19 “(F) Any shareholder who accepts an offer made by
20 the board of directors pursuant to subparagraph (E)(ii)
21 shall receive, with respect to each non-village share sold
22 by the shareholder to the Cook Inlet Regional Corpora-
23 tion—

1 “(i) the consideration for a share of Settlement
2 Common Stock offered to shareholders of village
3 shares; and

4 “(ii) a security for only the nonresident rights
5 that attach to such share that does not have at-
6 tached voting rights (referred to in this paragraph
7 as a ‘non-voting security’).

8 “(G) An amendment made pursuant to subparagraph
9 (B) shall authorize the issuance of a non-voting security
10 that—

11 “(i) shall, for purposes of subsections (j) and
12 (m), be treated as a non-village share with respect
13 to—

14 “(I) computing distributions under such
15 subsections; and

16 “(II) entitling the holder of the share to
17 the proportional share of the distributions made
18 under such subsections;

19 “(ii) may be sold to Cook Inlet Region, Inc.;

20 and

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

23 “(H) Any shares of Settlement Common Stock pur-
24 chased pursuant to this paragraph shall be canceled on
25 the conditions that—

1 “(i) non-village shares with the nonresident
2 rights that attach to such shares that are purchased
3 pursuant to this paragraph shall be considered to
4 be—

5 “(I) outstanding shares; and

6 “(II) for the purposes of subsection (m),
7 shares of stock registered on the books of the
8 Cook Inlet Regional Corporation in the names
9 of nonresidents of villages;

10 “(ii) any amount of funds that would be distrib-
11 utable with respect to non-village shares or non-vot-
12 ing securities pursuant to subsection (j) or (m) shall
13 be distributed by Cook Inlet Regional Corporation to
14 itself; and

15 “(iii) village shares that are purchased pursu-
16 ant to this paragraph shall be considered to be—

17 “(I) outstanding shares, and

18 “(II) for the purposes of subsection (k)
19 shares of stock registered on the books of the
20 Cook Inlet Regional Corporation in the names
21 of the residents of villages.

22 “(I) Any offer to purchase Settlement Common Stock
23 made pursuant to this paragraph shall exclude from the
24 offer—

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

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

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

17 “(ii) Neither Cook Inlet Regional Corporation nor a
18 member of the board of directors or officers of Cook Inlet
19 Regional Corporation shall be liable for damages resulting
20 from terms made in an offer made in connection with any
21 purchase of Settlement Common Stock if the offer was
22 made—

23 “(I) in good faith;

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

1 “(III) otherwise in accordance with this para-
2 graph.

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

10 “(L) Sale of Settlement Common Stock in accordance
11 with this paragraph shall not diminish a shareholder’s sta-
12 tus as an Alaska Native or descendant of a Native for
13 the purpose of qualifying for those programs, benefits and
14 services or other rights or privileges set out for the benefit
15 of Alaska Natives and Native Americans. Proceeds from
16 the sale of Settlement Common Stock shall not be ex-
17 cluded in determining eligibility for any needs-based pro-
18 grams that may be provided by Federal, State or local
19 agencies.”.

20 (b) CONFORMING AMENDMENT.—Section 8(c) of
21 such Act (43 U.S.C. 1607(c)) is amended by striking
22 “(h)” and inserting “(h) (other than paragraph (4))”.

 Passed the House of Representatives March 14,
1995.

Attest:

ROBIN H. CARLE,

Clerk.

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