

Public Law 104-10
104th Congress

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.

May 18, 1995
[H.R. 421]

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,

SECTION 1. PURCHASE OF SETTLEMENT COMMON STOCK OF COOK INLET REGION.

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

“(4)(A) As used in this paragraph, the term ‘Cook Inlet Regional Corporation’ means Cook Inlet Region, Incorporated.

“(B) The Cook Inlet Regional Corporation may, by an amendment to its articles of incorporation made in accordance with the voting standards under section 36(d)(1), purchase Settlement Common Stock of the Cook Inlet Regional Corporation and all rights associated with the stock from the shareholders of Cook Inlet Regional Corporation in accordance with any provisions included in the amendment that relate to the terms, procedures, number of offers to purchase, and timing of offers to purchase.

“(C) Subject to subparagraph (D), and notwithstanding paragraph (1)(B), the shareholders of Cook Inlet Regional Corporation may, in accordance with an amendment made pursuant to subparagraph (B), sell the Settlement Common Stock of the Cook Inlet Regional Corporation to itself.

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

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

“(i) the non-village shares, including the right to share in distributions made to shareholders pursuant to subsections (j) and (m) (referred to in this paragraph as ‘nonresident distribution rights’), at a price that includes a premium, in addition to the amount that is offered for the purchase of other village shares of Settlement Common Stock of the Cook Inlet

Regional Corporation, that reflects the value of the nonresident distribution rights; or

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

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

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

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

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

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

“(I) computing distributions under such subsections; and

“(II) entitling the holder of the share to the proportional share of the distributions made under such subsections; “(ii) may be sold to Cook Inlet Region, Inc.; and

“(iii) shall otherwise be subject to the restrictions under paragraph (1)(B).

“(H) Any shares of Settlement Common Stock purchased pursuant to this paragraph shall be canceled on the conditions that—

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

“(I) outstanding shares; and

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

“(ii) any amount of funds that would be distributable with respect to non-village shares or non-voting securities pursuant to subsection (j) or (m) shall be distributed by Cook Inlet Regional Corporation to itself; and

“(iii) village shares that are purchased pursuant to this paragraph shall be considered to be—

“(I) outstanding shares, and

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

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

“(i) any share of Settlement Common Stock held, at the time the offer is made, by an officer (including a member of the board of directors) of Cook Inlet Regional Corporation or a member of the immediate family of the officer; and

“(ii) any share of Settlement Common Stock held by any custodian, guardian, trustee, or attorney representing a shareholder of Cook Inlet Regional Corporation in fact or law, or any other similar person, entity, or representative.

“(J)(i) The board of directors of Cook Inlet Regional Corporation, in determining the terms of an offer to purchase made under this paragraph, including the amount of any premium paid with

respect to a non-village share, may rely upon the good faith opinion of a recognized firm of investment bankers or valuation experts.

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

“(I) in good faith;

“(II) in reliance on a determination made pursuant to clause (i); and

“(III) otherwise in accordance with this paragraph.

“(K) The consideration given for the purchase of Settlement Common Stock made pursuant to an offer to purchase that provides for such consideration may be in the form of cash, securities, or a combination of cash and securities, as determined by the board of directors of Cook Inlet Regional Corporation, in a manner consistent with an amendment made pursuant to subparagraph (B).

“(L) Sale of Settlement Common Stock in accordance with this paragraph shall not diminish a shareholder’s status as an Alaska Native or descendant of a Native for the purpose of qualifying for those programs, benefits and services or other rights or privileges set out for the benefit of Alaska Natives and Native Americans. Proceeds from the sale of Settlement Common Stock shall not be excluded in determining eligibility for any needs-based programs that may be provided by Federal, State or local agencies.”.

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

Approved May 18, 1995.

LEGISLATIVE HISTORY—H.R. 421 (S. 444) (S. 719):

HOUSE REPORTS: No. 104-40 (Comm. on Resources).

SENATE REPORTS: Nos. 104-20 accompanying S. 444 and 104-49 accompanying S. 719 (both from Comm. on Energy and Natural Resources).

CONGRESSIONAL RECORD, Vol. 141 (1995):

Mar. 14, considered and passed House.

Apr. 25, considered and passed Senate.