



State of Alaska
Department of Commerce, Community, and Economic Development
Division of Banking and Securities
550 West Seventh Avenue, Suite 1850, Anchorage, AK 99501
Telephone: 907-269-8140
E-mail: ancca@alaska.gov
Website: commerce.alaska.gov/dnn/dbs/Home.aspx

**REQUEST FOR INVESTIGATION OF
ALASKA NATIVE CORPORATION PROXY SOLICITATION**

Initial Questions:

- Yes No Is this request for investigation related to an Alaska Native Regional, Village, or Urban Corporation?
- Yes No Is this request for investigation related to a corporation having 500 or more shareholders?
- Yes No Is this request for investigation related to a corporation that has assets exceeding \$1,000,000.00?
- Yes No Is this request for investigation related to a violation of the regulations that govern proxy solicitations (3 AAC 08.305 - 3 AAC 08.365)?
- Yes No Are you a shareholder, director, or officer of the corporation in question?

If you were unable to answer yes to all of the questions above or are unsure about the answers to the questions above, please contact the Division of Banking and Securities by phone or e-mail listed above before completing this form.

Requester Information:

Full name: Jaeleen Kookesh, V.P. Policy & Legal Affairs, Corporate Secretary
Mailing address: One Sealaska Plaza, Suite 400, Juneau, AK 99801
Telephone number: 907-586-1512
E-mail address: jaeleen.kookesh@sealaska.com

Information about the alleged violator (if known):

Full name of corporation or individual: Dominic Salvato
Mailing address: 3928 E. 4th Avenue, Apt. 4, Anchorage, AK 99508-2153
Telephone number: 907-333-7197
E-mail address: dominics459@gmail.com

Information about the alleged violation:

Date of the shareholder meeting for which proxies are/were solicited (if known):

June 22, 2019

If this request for investigation is filed more than 90 days after the date of the shareholder vote for which the proxies in question were solicited, please provide the reason that the requester did not discover (and could not have reasonably discovered) the violation within 90 days:

The violation is currently taking place before any party has made the required proxy statement disclosures.

Please describe the solicitation involving an alleged violation of the regulations and provide a copy of any materials relevant to the alleged violation(s):

The solicitations are made by Facebook or other web-based communications. Several examples enclosed. Direct Email solicitation (attached). Note that as of this date it does not appear the candidate himself has violated the regulations. The solicitations in question are made by a shareholder participant who reaches a substantial number of voting shareholders.

Please list each regulation allegedly violated (if known):

3AAC 08.355. Non-board solicitations "...must be preceded or accompanied by a dated, written proxy statement..."

3 AAC 08.315. False or misleading statements "...other communication that contains a material misrepresentation."

Yes No Do you know of any other persons who may have information regarding the alleged violation?

If yes, please provide their contact information (if known):

Full name: Joseph Nelson

Mailing address: PO Box 20123, Juneau, AK 99802

Telephone number: 907-209-4838

E-mail address : joe.nelson@sealaska.com

Please provide a written summary of any meetings, communications, or other contacts you have had with the alleged violator of 3 AAC 08.305 - 3 AAC 08.365 regarding the alleged violation:

I communicated by letter dated February 26, 2016 (copy enclosed) to advise Mr. Salvato of the applicable proxy rules and election-related bylaw provisions. He has since responded by email essentially stating he has no intention of complying, and continues to make online solicitations.

Please describe any court action related to the alleged violation of 3 AAC 08.305 - 3 AAC 08.365 that has been filed:

None.

Yes No I hereby acknowledge that I have read the information contained in and attached to this request for investigation and that all information I have given is accurate and complete to the best of my knowledge and belief.

Yes No I further acknowledge that the information provided must be updated immediately if other information is discovered, a ruling or decision is issued in a court action, or if a court action is filed.

Yes No I understand that the information provided constitutes a request for investigation and may be disclosed by the administrator as necessary or appropriate to investigate an allegation, in a public order of the administrator, or at an administrative hearing that could result from an investigation.

Please print, sign, and deliver the completed Request for Investigation Form to:

Division of Banking and Securities
550 West Seventh Avenue, Suite 1850
Anchorage, AK 99501

Alternatively, you may scan the signed form and deliver it by e-mail to: ancca@alaska.gov.

If you need to fax the signed form, please contact the Division of Banking and Securities by phone or e-mail for further instructions.

Signature:  Date: 3/21/19

From the Sealaska Shareholders Underground Facebook page

Sealaska Shareholders Underground

February 19 at 9:44 PM ·

SSU is making a new rule for Sealaska's BOD election 2019.

***We're going to start campaigning any damn time we feel like.

Sealaska Shareholders Underground

February 28 at 4:12 PM ·

Sealaska by-laws are not state and federal law. Bring it you corrupt bunch of cowards. Let's let the facts unfold in a court of law.

Sealaska Shareholders Underground

February 28 at 5:47 PM ·

Micheal Beasley needs your support in 2019. Vote you're proxies for Micheal Beasley for Board of Directors of the Sealaska Corporation in 2019. ***This solicitation of your proxy is solely requested by Sealaska Shareholders Underground and D.Salvato administrator.

Sealaska Shareholders Underground

February 28 at 8:30 PM ·

As an exercise sum up what you could do to benefit shareholders enough to vote for you, in 200 words or less.

That is all independent candidates have.

What does management have?

A postage paid envelope for the return of the proxy. When received they will release \$25 from your last dividend. Candidates are restricted from campaigning until that postage paid envelope arrives.

Plus 150k to promote they're slate. All expenses paid for endorsed candidates and the instrument of this decades old fraud, Discretionary voting.

I refuse to wait until proxies are on they're way back to management before I start campaigning for the person I wish. Micheal Beasley.

Sealaska Shareholders Underground Management will work to take this page down. If all Sealaska shareholder post, at their page, the header with Micheal Beasley's picture with the footnote that I (D.Salvato) solicited you for you're proxy in the up coming Sealaska 2019 BOD election.

Sealaska Shareholders Underground updated their cover photo.

March 4 at 4:31 PM ·

Micheal Beasley hasn't applied for the nominee packet and has until the 25th to do so. With a little encouragement maybe we could convince Mick to apply for the nominee packet. Tell all friends and family to hope and prey Mick applies for the Nominee Packet.



Sealaska Shareholders Underground

20 hrs ·

This header isn't current. I don't even know if Mick plans to run. I just like this header. It's from three years ago.

Post for Artistic content only.....

Sealaska Shareholders Underground 907-586-1512 let Sealaska know how you feel about the creation of another executive position, without shareholder approval. And when the proxies arrive vote for Michael Beasley.

1

LikeShow more reactions

· Reply · 3h · Edited

From Shareholders of Sealaska Facebook page

Dominic Salvato

7 hrs

BEAT SEALASKA'S MANAGEMENT AT THEY'RE OWN GAME.

Vote for Michael Beasley when proxies arrive.

D.Salvato / Sealaska Shareholders Underground

- **[Dominic Salvato](#)** By posting this, my hope is Sealaska's management will take me to court. My desire is to get ANCSA election rules before a jury. As with any court case my defense allows me the right of discovery.....that's where the skeletons are kept.

[Dominic Salvato](#) The domination and greed of our chairman finally put him in a position where shareholders have caught him in a lie.

[Dominic Salvato](#) I've sent Sealaska's attorney an e-mail: When you're proxy arrives, vote for Mick Beasley. Tell you're friends and family.

[Dominic Salvato](#) Give Mick Beasley all you're proxies and collect that \$25 within a week of when the proxies arrive. Why wait for campaign statements to be published. Don't miss out on the early bird prizes. Mark all your proxies for Michael Beasley and send in the postage paid envelope. You will be doing all of us a favor by keeping the most trusted boardmember where he belongs.

[Dominic Salvato](#)

February 19 at 9:51 PM

An SSU survey found shareholders won't be held to BOD election rules. **Shareholder begins 2019 election without the permission of the candidate himself.

From the Sealaska Shareholders closed Facebook Group

[Dominic Salvato](#) Management hopes and prays it comes down to voting...it's a stall, a diversion a suckers bet. We're past that point. It's demonstrate or parish as the decedents of a once proud people. Mick Beasley has opened new avenues to meet shareholders needs. If they cast him out, I believe shareholders will rise up and demand resignations in mass.

[Dominic Salvato](#) When the proxy arrives, check Micheal Beasley send it back, collect \$25.* this is defiantly a proxy solicitation done without the candidates authorization.

[Dominic Salvato](#)

March 6 at 1:01 PM

SHARE THIS POST

Micheal Beasley hasn't applied for the nominee packet and has until the 25th to do so. With a little encouragement maybe we could convince Mick to apply for the nominee packet. Tell all friends and family to hope and prey Mick applies for the Nominee Packet.

[Dominic Salvato](#) If I was too say more, some would think I was jumping the gun on board of director elections.

[Dominic Salvato](#) No one asked you for you're vote or you're proxy. We want you to join us in asking Mick to run for shareholder interests again.

[Dominic Salvato](#)

February 28 at 4:45 PM

Defy the board of directors. It's time they learn who is really in the drivers seat. Post endorsements for Micheal Beasley re-election at ALL our personal pages. And keep it there until the final tally of votes in the coming BOD election.

Dominic Salvato

February 27 at 8:32 AM

After receiving the same letter from Sealaska legal Brad did,
I don't see it as bullying.

It is an opportunity to hammer out issues pertaining to Sealaska's and ANCSA rules governing BOD election in a courtroom. My immediate response as follow:

Dominic Salvato <dominics459@gmail.com>

Tue, Feb 26, 3:17 PM (17 hours ago)

to Jaeleen, Michael, Budd

Received, thank you.

Thank you Jaeleen,

Nothing personnel but I welcome a court appearance in regards to any and all ANCSA election rules.
Please proceed.

The issues I wish to bring to light, the paying for returned proxies before campaign statements are published.

The issue of an illegal dividend by disbursing funds not based on shares held.

A wait of over eighteen months in resolving Banking and Security complaints.

The restriction of never being allowed at the official Sealaska website.

Being given a life sentence from representing my stock by being by-lawed out of running for the board of director.

I'm sure there's more. I look forward to grinding these issues out in a courtroom.

Shareholders can only benefit from these issues coming to light.

Respectfully,

Dominic Salvato /SSU

Sealaska Shareholders are Invited to Vote **BEASLEY** for Sealaska Director

- Land Use Permits
 - » Personal
 - » Cultural
 - » Recreational
- Natural Resource Development
- Burial Assistance Fund

Dominic Salvato **I'm sick of the stacking of the deck in BOD elections. Candidates aren't allowed to campaign until proxy statements arrive. This is the SCAM. By not allowing independent candidate to campaign until management offers shareholders \$25 (withheld from the last dividend) for returned proxies. Candidates statements won't be published for up to another six weeks. Management restricts campaigning while paying board endorsed candidates expenses and employees discretionary voting. Plus extends the election so they can monitor the returns and apply 150k where needed. But more importantly, pay for you're vote with money they shorted you last December. Management knows many shareholders need the \$25 desperately, and can't afford to study candidate issues. All this has been perfected over the last five decades.

Brad Fluetsch ★ I would love to see Mick with 1.6 million sockeyes! Let's send a message to the BOD!

This post has been edited to comply with Sealaska's threatening and bullying tactics regarding elections and proxy solicitation. It is being edited in protest, but to prevent legal action against this shareholder.

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Dominic Salvato They sent me the same letter. Do you really think Sealaska management would put themselves in a position of discovery? My response too the letter was, please proceed. I welcome the opportunity to grind issues out in a courtroom.

From: [Dominic Salvato](#)
To: [Jaeleen Kookesh](#)
Subject: Re: Proxy Solicitation
Date: Wednesday, March 13, 2019 8:33:58 AM

When you're proxy arrives, vote for Mick Beasley. Tell you're friends and family.

On Thu, Feb 28, 2019 at 4:19 PM Dominic Salvato <dominics459@gmail.com> wrote:

Do you require a hard copy of my refusal?

Let me add, Micheal Beasley is the person informing me you're dad is a problem solver. It's why I haven't mentioned him in my comments.

Dominic.

On Tue, Feb 26, 2019 at 3:17 PM Dominic Salvato <dominics459@gmail.com> wrote:

Received, thank you.

Thank you Jaeleen,

Nothing personnel but I welcome a court appearance in regards to any and all ANCSA election rules.

Please proceed.

The issues I wish to bring to light, the paying for returned proxies before campaign statements are published.

The issue of an illegal dividend by disbursing funds not based on shares held.

A wait of over eighteen months in resolving Banking and Security complaints.

The restriction of never being allowed at the official Sealaska website.

Being given a life sentence from representing my stock by being by-lawed out of running for the board of director.

I'm sure there's more. I look forward to grinding these issues out in a courtroom.

Shareholders can only benefit from these issues coming to light.

Respectfully,

Dominic Salvato /SSU

On Tue, Feb 26, 2019 at 2:54 PM Jaeleen Kookesh <jaeleen.kookesh@sealaska.com> wrote:

Mr. Salvato:

Attached, please find a letter and attachment in regards to your recent proxy solicitation activities. The original letter will come to you by mail, but I wanted to get this letter to you by email to ensure a quick resolution on this matter. Thank you.

Regards,

Jaeleen J. Kookesh

V.P., Policy & Legal Affairs

Sealaska Corporation

One Sealaska Plaza, Suite 400

Juneau, AK 99801

Main: 907-586-1512 **Direct:** 907-586-9130

Mobile: 907-209-5589 **Fax:** 907-586-2304

jaeleen.kookesh@sealaska.com

This E-mail and attachments thereto, if any, is covered by the Electronic Communications Privacy Act, 18 U.S.C. §§ 2510-2521 and is legally privileged. This information is confidential information and is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited.



February 26, 2019

Mr. Dominic Salvato
3928 E. 4th Avenue, Apt. 4
Anchorage, AK 99508-2153
Dominics459@gmail.com

Re: Proxy Solicitation

Dear Mr. Salvato:

It has come to my attention that you have used a social media post to support the candidacy of a potential nominee for election to the Sealaska Board of Directors at the 2019 Annual Meeting. The purpose of this letter is to inform you of certain State of Alaska proxy regulations and Sealaska corporate bylaws that apply to this situation.

State law requires that any Participant in a corporate election who solicits proxies must precede or accompany the solicitation with a written proxy statement that includes an extensive list of disclosures about the nominee. This rule applies to both board-endorsed nominees and non-board solicitations, and is found in the Alaska Administrative Code (AAC) at 3 AAC 08.355. A copy of that section is attached for your reference. To my knowledge, no written proxy statement has been filed or distributed to shareholders, and therefore you are in violation of the above-mentioned code section. Under Alaska law, solicitation of proxies includes, "the distributing of a proxy or other communication to shareholders under circumstances reasonably calculated to result in the procurement, withholding, or revocation of a proxy." See 3 AAC 08.365 (16)(B). The social media posting that you made constitutes proxy solicitation. Because you have engaged in proxy solicitation, you are a "Participant" as defined in the regulations, and therefore subject to these rules.

Further, because this regulation applies to both board and non-board solicitations, Sealaska bylaws also provide that a nominee who is included on the Corporation's proxy "shall not begin proxy solicitation until the Corporation's official proxy statement is distributed to all shareholders." Bylaw section 3.3.5.3.9. This assures that proxy campaigning by both board-endorsed and independent candidates is accompanied by full disclosure to shareholders in the proxy statement as required by law.

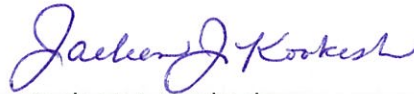
Because you have violated the regulations mentioned above, you are hereby notified that you must cease and desist from any further proxy solicitation activities

until after the Sealaska proxy statement and Annual Report have been sent to shareholders. At this time, the Corporation does not intend to take further legal action if you immediately comply with this notice and remove or take down from your media any existing materials posted in violation of the law. However, if violations of the proxy regulations continue, Sealaska reserves the right to take any and all additional steps available to enforce the laws relating to proxy solicitation.

Thank you for your attention and cooperation on this matter.

Sincerely,

SEALASKA CORPORATION



Jaeleen J. Kookesh

Vice-President, Policy & Legal Affairs

CC: Michael Beasley

Attachment

ANCSA Regulations

Alaska Native Claims Act Corporations: Solicitation of Proxies

3 AAC 08.355. Non-board solicitations

The solicitation of proxies on behalf of a participant, other than solicitations under 3 AAC 08.345, must be preceded or accompanied by a dated, written proxy statement including the following:

- (1) the name of the corporation in respect to which proxies are being solicited;
- (2) the name and address of each participant, including each proxyholder, who has joined or proposes to join in the solicitation;
- (3) a statement indicating whether any of the participants in the solicitation has an arrangement or understanding with an entity for future employment by the corporation or future financial transactions to which the corporation will or may become a party, and a description listing the terms of and the parties to each arrangement or understanding;
- (4) if action is to be taken on the election of directors, a description of each nominee of the participant who has consented to act if elected; each description must include, if applicable
 - (A) name, age, and state and city of residence;
 - (B) all positions and offices presently and previously held with the corporation and its subsidiaries;
 - (C) the remaining term in office as director and all other periods of service as a director for the corporation and its subsidiaries;
 - (D) the total number of board meetings, including regularly scheduled and special meetings, and the number of meetings of committees on which the nominee served, and the percentage attendance during the last fiscal year at meetings of the board, including regularly scheduled and special meetings, and meetings of committees on which the nominee served, including those meetings for which the absence was excused;
 - (E) the nature of any family relationship with any director, nominee, or executive officer of the corporation and its subsidiaries;
 - (F) business experience during the past five years, including
 - (i) principal employment or occupation;
 - (ii) the nominee's or director's employer; and
 - (iii) other directorships held for other entities; and
 - (G) any of the following events that occurred during the past 10 years: voluntary or involuntary petition under any bankruptcy or insolvency laws, appointment of a receiver, pending criminal proceedings except traffic violations or other minor offenses, conviction or plea of nolo contendere in a criminal proceeding, except traffic violations or other minor offenses, and the entry of any final judgment, order, or decree, not subsequently reversed or vacated, that the nominee engaged in unethical or illegal business practices, violated fiduciary duties, or violated securities laws;
- (5) a brief description of financial transactions by the corporation, including purpose and amount, with that participant, a member of that participant's family, or any entity since the beginning of the corporation's last fiscal year and presently proposed financial transactions by the corporation with that person or entity if
 - (A) the transactions in the aggregate exceed \$20,000; and
 - (B) the participant in the solicitation or a member of the participant's family is a party to the transaction or is employed by, is an officer or director of, or owns, directly or indirectly, an interest in the entity who is a party to the transaction;
- (6) a brief description of all legal proceedings to which each participant in the solicitation is a party with interests adverse to the corporation or its subsidiaries during the last 10 years;

(7) a brief description of the methods to be employed to solicit proxies, if other than by the use of the mail;

(8) a statement of the total amount estimated to be spent and the total already expended on the solicitation of proxies;

(9) a statement indicating who will bear the expense of solicitation, and the amount each participant in the solicitation has contributed or has agreed to contribute, unless the participant is a contributor of less than \$500 in the aggregate;

(10) a statement indicating whether reimbursement for solicitation expenses will be sought from the corporation; and

(11) if the proxy statement relates to any matter requiring notice to shareholders by law or to a special shareholders' meeting for which any participant in the solicitation sought shareholder signatures on a document calling for the special meeting

(A) a description of each matter which is to be submitted to a vote of the shareholders and a statement of the vote required for its approval; and

(B) a description of any substantial interest, direct or indirect, by shareholdings or otherwise, of each participant in the solicitation, or family member of that participant, in any matter to be acted upon at the meeting, unless the participant or family member owns shares in the corporation and would receive no extra or special benefit not shared on a pro rata basis by all other shareholders of the same class.

3 AAC 08.365. Definitions relating to solicitation of proxies

For purposes of 3 AAC 08.305 - 3 AAC 08.365, the following definitions apply:

(16) "solicitation" means

(A) a request to execute or not to execute, or to revoke a proxy; or

(B) the distributing of a proxy or other communication to shareholders under circumstances reasonably calculated to result in the procurement, withholding, or revocation of a proxy.

BYLAWS OF SEALASKA CORPORATION

3.3.5.3.9 A nominee who is included on the Corporation's proxy shall not begin proxy solicitation until the Corporation's official proxy statement is distributed to all shareholders. "Proxy Solicitation" as used in these bylaws has the meaning described in the State Proxy Regulations as 3AAC 08.365(16).