



## MEMORANDUM

**To:** Board Members  
Alaska Industrial Development and Export Authority

**From:** Alan Weitzner, Chief Investment Officer  
Project Finance and Asset Management

**Through:** Tom Boutin, CEO Executive Director

**Date:** March 6, 2019

**Subject:** Resolution No. G19-08  
X'una Kaawu Annee Corporation

### GENERAL

AIDEA has received an application from X'una Kaawu Annee Corporation, a 100% owned subsidiary of Huna Totem Corporation, for financing of the required uplands development (the "Project") associated with the development of its second cruise ship berth at Icy Strait Point. AIDEA currently has \$18,990,252.16 outstanding to X'una Kaawu Annee Corporation under the Loan Participation Program, with Northrim Bank, which provided term financing for the first cruise ship dock and improvements at Icy Strait Point.

In order to perform the necessary due diligence in review of the application, we have requested X'una Kaawu Annee Corporation to enter into a cost reimbursement agreement with AIDEA to cover any expenses AIDEA may incur in engaging external technical and legal counsel. Any agreement between the parties will be subject to a reasonably agreed cap requiring notice and approval by X'una Kaawu Annee Corporation for expenditures in excess of that cap. This agreement will not obligate AIDEA to participate or otherwise finance the Project.

Therefore, we are requesting AIDEA Board authorize Tom Boutin, as AIDEA's CEO/Executive Director, to enter into a Cost Reimbursement Agreement with X'una Kaawu Annee Corporation.

### RECOMMENDATION

Staff recommends approval of Resolution No. G19-08.

**ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY**

**RESOLUTION NO. G19-08**

**RESOLUTION OF THE ALASKA INDUSTRIAL  
DEVELOPMENT AND EXPORT AUTHORITY  
AUTHORIZING A COST REIMBURSEMENT  
AGREEMENT WITH X'UNA KAAWU ANNEE  
CORPORATION**

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**WHEREAS**, X'una Kaawu Annee Corporation is an Alaska corporation and a wholly owned subsidiary of Huna Totem Corporation, the Village Corporation for Hoonah, Alaska under the Alaska Native Claims Settlement Act;

**WHEREAS**, X'una Kaawu Annee Corporation has requested that the Alaska Industrial Development and Export Authority (the "Authority") potentially finance under AS 44.88.172 certain uplands developments related to the expansion of Icy Strait Point cruise ship facility (the "Project");

**WHEREAS**, under AS 44.88.173, the Authority, before approving the Project, must prepare and approve a finance plan for it;

**WHEREAS**, the Authority needs to undertake certain activities (the "Development Activities") before completing the finance plan for the Project and before approving the Authority's financing of the Project, and the Development Activities are described in the "Scope" provision of the proposed Cost Reimbursement Agreement between the Authority and X'una Kaawu Annee Corporation;

**WHEREAS**, the Authority will have the sole authority to determine the scope of the Development Activities and the amount of and purpose for expenditures on the Development Activities, and to select, contract with, and direct the engineers, attorneys, consultants and other professionals assisting with the Development Activities, and X'una Kaawu Annee Corporation will have no authority to approve expenditures or contracts, enter into contracts, incur expenditures, or administer or direct the Development Activities;

**WHEREAS**, the estimated cost of completing the Development Activities for the Project is not expected to exceed US\$150,000;

**WHEREAS**, the Staff of the Authority has prepared a Cost Reimbursement Agreement with X'una Kaawu Annee Corporation, a copy of which has been provided to the Board; and

**WHEREAS**, it is in the best interests of the Authority that it enter into the Cost Reimbursement Agreement with X'una Kaawu Annee Corporation and that, subject to the execution of such agreement, the Authority may expend up to US\$150,000 to conduct the Development Activities for the Project.

**NOW, THEREFORE, BE IT RESOLVED BY THE ALASKA INDUSTRIAL DEVELOPMENT AND EXPORT AUTHORITY AS FOLLOWS:**


Section 1. Staff of the Authority is authorized to undertake the Development Activities with respect to the Project in such a manner as the Executive Director determines to be appropriate.

Section 2. The Executive Director is authorized to execute the Cost Reimbursement Agreement on behalf of the Authority with such non-material modifications as the Executive Director, in his discretion, may deem appropriate.


Section 3. Subject to the execution of the Cost Reimbursement Agreement by X'una Kaawu Annee Corporation, the Authority may utilize up to US\$150,000 from the Economic Development Account, AS 44.88.172, to undertake the Development Activities.

DATED at Anchorage, Alaska on this 6<sup>th</sup> day of March, 2019.

ALASKA INDUSTRIAL DEVELOPMENT  
AND EXPORT AUTHORITY

  
Chair, Acting Julie Anderson



  
Secretary