

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA
FOURTH JUDICIAL DISTRICT AT FAIRBANKS

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board who contends they were not)
removed from office by the membership),)

Plaintiff,)

v.)

TOK CHAMBER OF COMMERCE,)
INC.,)

Defendant.)

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board elected on July 9, 2015),)

Third Party Plaintiff,)

v.)

TOK COMMUNITY UMBRELLA)
CORPORATION (TCUC) (as represented)
by the Board who contends they were not)
removed from office by the membership),)

Third Party Defendant.)

Case No. 4FA-15-1930 CI

**TCUC'S (AS REPRESENTED BY THE BOARD ELECTED ON JULY 9, 2015) MOTION
FOR SUMMARY JUDGMENT REGARDING THE MEMBERSHIP'S RIGHT TO REMOVE
BOARD MEMBERS AND THE VALIDITY OF JULY 9, 2015 ELECTION**

I. BACKGROUND

TCUC is governed by its bylaws and articles. Relative to this motion, TCUC's articles of incorporation state:

Article Five: Membership

Section 1. Membership: Members/Directors/Officers. All residents of this community who are 18 years of age or older are eligible to be members of the corporation.

Article Eight: Bylaws.

The bylaws shall be adopted by the Board of Directors. The bylaws may be amended by a majority of the membership of the incorporation. An amendment to the bylaws were proposed by the Board of Directors is deemed to be ratified by the membership unless a vote on the question is defeated by a majority of the members voting.

The TCUC bylaws state:

Chapter 1. Board of Directors

Section 4. Removal of Directors. Any director may be removed by a majority of the members who vote on the issue, or by two-third (2/3) of the Board of Directors, whenever, in their judgment, the best interests of the corporation would be served by do doing.

Neither the articles or bylaws have any clause regarding the authority of the members to call membership meetings; however, the *Alaska Non-Profit Corporation Act* provides that:

AS 10.20.061(c): Special meetings of the members may be called by the president or by the board of directors. Special meetings of the members may also be called by such other officers, persons or number or proportion of members as may be provided in the articles of incorporation or bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having one-twentieth of the votes entitled to be cast at the meeting.

At the 2015 Annual Membership Meeting, 140 members signed in to vote and 130 actually voted.¹ According to the Division of Elections, there were 1109 registered voters listed in the 2014 General Election for the Tok School Board. The election district of the Tok School Board is not the same as the TCUC membership area due to different boundaries but this number no less gives the court a sense of the number of registered voters in the Tok area. Further, according to the State of Alaska online community database, there are 1045 Tok residents age 16 and over.² Using 1109 registered voters, 55 members may call a meeting ($1109 \div 20 = 55$). On or before June 9, 2015, 140 members

¹ Affidavit of Lisa Conrad.

² *Id.*

of the Tok community called for a membership meeting of the Tok Community Umbrella Corporation.³ The notice of this meeting was mailed to all PO Boxes at the Tok post office at least 10 days before the June 19th hearing date.⁴ At the June 19, 2015, special membership meeting, with 86 members present, the members voted to remove all directors in seats A, B, C and D (all seats except Lisa Conrad in Seat E) and the motion passed unanimously.⁵

Following the removal of the Board members from seats A, B, C and D the membership called for an election to be held on July 9, 2015.⁶ The meeting notice for this meeting was published at least 10 days before the meeting occurred as the election took place at the next regularly scheduled TCUC meeting date.⁷ At the July 9, 2015, Board meeting, Lisa Schultz, Bill Drake, Dennis Bishop and Frank Cook were elected to the TCUC Board of Directors.⁸

II. SUMMARY JUDGMENT STANDARD

"Summary judgment is proper if there is no genuine issue of material fact in dispute and the moving party is entitled to judgment as a matter of law."⁹ Once the moving party has demonstrated that there is no genuine issue of material fact and he is entitled to judgment as a matter of law, the respondent may only avoid summary judgment by "producing competent evidence to show that there are issues of material fact to be tried."¹⁰

³ See Plaintiff's Trial Exhibit #9.

⁴ Affidavit of Lisa Conrad.

⁵ Exhibits A, B and Affidavit of Lisa Conrad.

⁶ Exhibit B.

⁷ Affidavit of Lisa Conrad.

⁸ *Id.*

⁹ *Parson v. state, Dep't of Revenue, Alaska Hous. Fin. Corp.*, 189 P.2d 1032, 1036 (Alaska 2008), ARCP 56.

¹⁰ *Brock v. Rogers & Babler, Inc.*, 536 P.2d 778, 782 (Alaska 1975).

III. ARGUMENT

- A. The June 19, 2015, meeting was a properly noticed special meeting at which the members were entitled to vote on the removal of the "Woody Board".

The bylaws of TCUC specifically provide that a Board member may be removed by the membership "for any reason".¹¹ Although the members conducted a trial prior to the removal of the Woody Board they were under no obligation to do so under the bylaws.¹²

The Woody Board's "on again/off again" contention that the bylaws have been amended by various policy provisions of TCUC are completely lacking in merit. The TCUC's articles of incorporation provide that the "bylaws may be amended by a majority of the membership of the corporation. An amendment to the bylaws proposed by the Board of Directors is deemed to be ratified by the membership unless a vote on the question is defeated by the majority of the members voting." The Board of Directors has never moved to amend the TCUC bylaws.¹³ Without any amendment to those bylaws, the bylaws stand as stated. It is not within the discretion of the Board of Directors to amend the bylaws by adopting a policy that is not presented to the membership as a proposed amendment to the bylaws.

AS 10.20.061 provides that the members may call a special meeting so long as at least one twentieth of the votes entitled to be cast at that meeting call the meeting. 140 members signed the call for the special meeting and, under any assessment of the membership number, this is more than adequate to meet the one twentieth requirement. Pursuant to AS 10.20.066, the notice of special meeting was mailed to every PO Box holder in the Tok area at least 10 days prior to the membership meeting.¹⁴ The membership

¹¹ See TCUC's bylaws, Chapter 1 Section 4.

¹² The Woody Board agrees that this policy is invalid. See Amended Answer, Affirmative Defense #18.

¹³ Affidavit of Lisa Conrad.

¹⁴ *Id.*, Exhibit C.

attended the June 19, 2015, membership meeting and unanimously voted to remove the Woody Board from the Board of TCUC.¹⁵ As previously stated, the bylaws do not call for a trial to remove Board members and no trial was required under the bylaws. Accordingly, regardless of how or why the membership voted to remove the Board members, the reasons for removal were deemed adequate to those members and are sufficient under the bylaws for removal.

B. The July 9, 2015, Election is valid.

Following the June 19, 2015, special membership meeting, a vote to replace the Board members was held on July 9, 2015.¹⁶ This meeting was called by 77 members at the June 19, 2015, membership meeting and noticed at least 10 days in advance of the meeting.¹⁷ At that this meeting, the membership voted to elect Lisa Schultz, Bill Drake, Dennis Bishop and Frank Cook as members of the Board. There is absolutely no legal impediment to this election and it is valid.

IV. CONCLUSION

The articles and bylaws of TCUC control the corporate governance of TCUC. The time has come for the court to apply the straightforward, unambiguous provisions of the bylaws and articles to the governance of TCUC. The bylaws and articles entitle the membership to vote on removal of Board members and the membership so voted at a properly called membership meeting. The voice of the membership must be heard and honored. There is no provision of the *Alaska Non-Profit Corporation Act* that in any way counteracts or overrules the provisions of the articles and bylaws relied upon in this motion. Accordingly, the court should grant summary judgment holding that the June 19, 2015

¹⁵ *Id.*

¹⁶ *Id.*

¹⁷ *Id.*

special meeting was properly noticed, held and resulted in the removal of all members of the Board except Lisa Conrad. Further, the July 9, 2015, election was properly noticed and held and is valid.

The membership has acted consistent with the articles and bylaws of TCUC. The removal and replacement of the Woody Board was proper under the TCUC articles and bylaws and should be ratified by the court, bringing a conclusion to this litigation. An appropriate order is lodged herewith.

DATED this 1st day of August 2015.

CSG, INC

By: 


Zane D. Wilson, #9111108

CERTIFICATE OF SERVICE

This is to certify that on the 1st day of ~~August~~ September 2015, a copy of the foregoing is being faxed/ hand-delivered/ X mailed via Court Courier Service to the following attorney(s) or party(s) of record:

Elizabeth P. Hodes
Davis Wright Tremaine LLP
188 West Northern Lights Blvd., Suite 1100
Anchorage, AK 99503

Heidi M. Holmes
Burns & Associates
100 Cushman Street, Suite 311
Fairbanks, AK 99701


for CSG, Inc.

COOK SCHUHMANN
& GROSECLOSE, INC.
714 FOURTH AVE., SUITE 200
POST OFFICE BOX 70810
FAIRBANKS, AK 99707-0810

(907) 452-1855

FACSIMILE

(907) 452-8154

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TCUC Membership Meeting
June 19, 2015

Name	Signature	Physical Address	Mailing Address
Lu V Smith	Lu V. Smith	mile 1314 AK Hwy	P.O. Box 559 Tok AK 99780
Doug Norman	Doug H. Norman	my 1319.5 AK Hwy	P.O. Box 1016 Tok AK 99780
Deborah Sparks	Deborah Sparks	Borealis Ave	P.O. Box 501 Tok AK
Elizabeth Cave	Elizabeth Cave	W. Aspen	P.O. Box 759 Tok AK
Walter Seofield	Walter Seofield	P.O. Box 915	Midnight Sun
Michael Miller	Michael Miller	Moose Nugget Rd	P.O. Box 783
Katharina Miller	Katharina Miller	Moose Nugget Rd	P.O. Box 783
BILL ARPINO	Bill Arpino	1314 ¹³ AK Hwy	POB 111 Tok
STRETCH BLACKED	STRETCH	SOURTOWN	PO BOX 392 TOK
JERRY TERWIGAN	Jerry Terwigan	mile 1313.2 AK Hwy	P.O. Box 785 Tok
Jaqueline Morgan	Jaqueline Morgan	Jackie Circle	P.O. Box 211 Tok AK 99780
Gary Antares	Gary Antares	W Aspen Ave	Box 14 Tok 99780
Loretha Groneau	Loretha Groneau	Discovery Lane	P.O. Box 118 Tok
Tom ERVIN	Tom Ervin	8th + Wist	Box 613 Tok

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TCUC Membership Meeting
June 19, 2015

Name	Signature	Physical Address	Mailing Address
SCOTT McMINNES	[Signature]	Blackburn Rd	Box 906
JEFF GAVAZZA	[Signature]	501 FOREALIS	PO BOX 501
Jason Fosteron	[Signature]	216 Frostwinds	Box 984
WAVINE CAFFE	[Signature]	W ASPEN AVE	Box 257
Sarah Becker	[Signature]	8 Trappan's St	Box 562
Judy Harmon	[Signature]	1319.5 AK HWY	Box 1016
Cheryl Hester	[Signature]	Mile 175 W. Willow	Box 513
Vanessa Thompson	[Signature]	Burcelow Ct	940-5558
Virginia Merido	[Signature]	Virginia Merido	MP #22.9 Tok Cutoff 99780
Sally Young	[Signature]	Mile 122.5 Tok Cutoff	Box 1
Bryce Conrad	[Signature]	204 E. Chena Way	Box 738
Randy Warren	[Signature]	975 3rd Ave	Box 975
Dave Kelleyhouse	[Signature]	100 8th Ave	Box 478
Stephanie Reparoth	[Signature]	15128 AK HWY	Box 891
SUSAN STANCHIFF	[Signature]	MIDWINTER SAN	BOX 633
[Signature]	[Signature]	C B Street	Box 941
[Signature]	[Signature]	220.3 AK HWY	PO 29
Frank Cook	[Signature]	W. 1st St.	POB 903
Beth Smith	[Signature]	Mile 131.6	Box 764
Raul Jorgensen	[Signature]	Mile 131.5 AK HWY	Box 132
Delores Pleschardt	[Signature]	Service St.	PO Box 850 Tok
Scott Kranenburg	[Signature]	#3 E 5th street	P.O. Box 508 TOKA
David Young	[Signature]	910 Schinault St.	P.O. Box 910
Amanda Smith	[Signature]	Scoby Way	P.O. Box 992
Christopher Smith	[Signature]	Scoby Way	P.O. Box 992
Mike Garber	[Signature]	W. Spruce Ext	P.O. Box 68
Sherry Dompierre	[Signature]	Sanford Drive	P.O. Box 124

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TCUC Membership Meeting
June 19, 2015

Name	Signature	Physical Address	Mailing Address
Robbie McNamara	<i>Robbie McNamara</i>	906 Blackburn Rd	Box 906 Tok AK 99780
Colin Brown	<i>Colin Brown</i>	100 Soby	Box 32 Tok AK 99780
Buddy Smith	<i>Buddy Smith</i>	George St.	P.O. Box 692
Jill Kranenburg	<i>Jill Kranenburg</i>	River Road	P.O. 508
Nancy Apple	<i>Nancy Apple</i>	1314 AK Hwy	Box 111
ELIZABETH KERR	<i>Elizabeth Kerr</i>	Mt. / BOREALIS AVE.	Box 362
Kelly Gosselin	<i>Kelly Gosselin</i>	DISCOVERY Ln	Box 118
Monica Edwards	<i>Monica Edwards</i>	East 7th Ave	Box 153 Tok AK
LeAnn Young	<i>LeAnn Young</i>	#1 Miller Ave	Box 351 Tok AK
David Young	<i>David Young</i>	#1 Miller Ave	Box 351 Tok AK
Debb Overly	<i>Debb Overly</i>	West Willow Ave	Box 484 Tok AK
TERRY Summers	<i>Terry Summers</i>	West Willow Ave	P.O. Box 484 Tok AK
Joetta Colquhoun	<i>Joetta Colquhoun</i>	1820.3 AK HWY	P.O. Box 29 Tok AK
Diana Ervin	<i>Diana Ervin</i>	1.5 West 1st St	P.O. Box 63 Tok AK 99780
Rion Sabin	<i>Rion Sabin</i>	4 Sled Dog Way	P.O. Box 674 Tok AK 99780
Rebekah Sabin	<i>Rebekah Sabin</i>	4 Sled Dog Way	Box 674 Tok AK 99780
A. Pike Jensen	<i>A. Pike Jensen</i>	1313.5 AK Hwy	Box 132 Tok AK 99780
Rachel McGillin	<i>Rachel McGillin</i>	East 5th	P.O. Box 508

TCUC Membership Meeting
June 19, 2015

Name	Signature	Physical Address	Mailing Address
MARY MORRIS	Mary Morris	1st St & 2nd Ave.	Box 701, TOK
KATHY MORRIS	Kathy Morris	8th AVE	Box 342, TOK
David Stenliff	David Stenliff	Midnight Sun	Box 633
DIANNE ACHMAN	Dianne Achman	319.6th Hwy	Box 149, TOK
Lisa K. Conrad	Lisa K. Conrad	W 6th Ave	Box 282 TOK
Julie Brown	Julie Brown	Scoby Way	Box 32 Tok
EVA Scofield	Eva Scofield	Madison Dr	Box 945 Tok
for Bird Johnson	Bird Johnson	Discovery Road	Box 135 Tok
H. Dale Young	H. Dale Young	Boonville	Box 367 TOK
James Leath	James Leath	1 Driscoll Ln	P.O. Box 228
Lisa Shultz	Lisa Shultz	Butch Kuth	Box 511 Tok
Teresa Paulsen	Teresa Paulsen	West C Street Ext	Box 222 Tok
David Callas	David Callas	W 1st Street	Box 684 Tok
Lacey Young	Lacey Young	910 Schiavulli St.	Box 910 Tok
BARBARA ABBOTT	Barbara Abbott	Prospect Way	Box 8, TOK
Cherish Brigner	Cherish Brigner	123 Tokcut off Rd	PO Box 988 Tok
Heather Lemonis	Heather Lemonis	Butch Kuth Rd	PO Box 988 Tok
Norma Woodard	Norma Woodard	Box 105	P.O. Box 165 Tok

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TCUC Membership Meeting
June 19, 2015

Name	Signature	Physical Address	Mailing Address
Dennis Bishop	[Signature]	000 East D St	Box 374 TolK
Carri Bishop	[Signature]	000 E. D. St	Box 374 99780
Boyd Dunning	[Signature]	150 5th Ave	Box 150 99780
Boyd Dunning	[Signature]	East 7th Ave	Box 698 99780

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TCUC Membership Meeting
June 19, 2015

Name	Signature	Physical Address	Mailing Address
MARGARET BUTLER	Margaret Butler	125 Tok Cutoff	P.O. Box 369 Tok
BILL DRAKE	Bill Drake	Moose Nugget Rd	Box 521 Tok
Thomas Downing	Thomas Downing	Star Day	Box 152 Tok
Maurice Shulte	Maurice Shulte	Butch Kuth	Box 511 Tok
MADÉLINE KELLEY HOUSE	Madeline Kelley House	1028 8th Ave	Box 475 Tok

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Tok Community Umbrella Corporation
Box 547
Tok, AK 99780-0547



June 19, 2015
Special Membership Meeting

Bill Drake called the meeting to order at 6:00 p.m. at the Tok Main Street Visitors Center with 86 members in attendance.

Bill Drake announced that John Zabielski died yesterday and requested a moment of silence in respect of his memory.

Bill Arpino moved to accept Bill Drake as the initial chair for the meeting. The motion was seconded and passed unanimously.

Bill Drake asked if anyone was opposed to Kathy Morgan keeping minutes for the meeting? No.

Kathy Morgan moved to accept the agenda for the meeting (attached). Motion was seconded by Bonnie Achman and passed unanimously.

Bill Drake pointed out that AS 10.20.061(c) requires that 1/20 of the membership must petition for a membership meeting if the Articles and bylaws do not specify otherwise. The State's website indicates that there are 1045 people age 16 and over living in the Tok area. The Division of Elections shows 1109 registered voters in the Tok precinct. Using the larger number, that would mean we need 55 signatures of members to call a special membership meeting. 140 members had signed the petition for the meeting by June 8, 2015.

Vanessa Thompson moved that the meeting was properly called. Motion was seconded by Bonnie Achman and passed unanimously.

Bill Drake stated that AS 10.20.066 provides that written notice of a special meeting stating the time, place and purpose of the meeting must be delivered either personally or by mail to each member entitled to vote at the meeting, at least 10 days before and not more than 50 days before the meeting. Notice of this meeting was posted at the Post Office, Tok Minimart, Young's Chevron, Three Bears, and the bank on June 9th. A boxholder mailing of the notice to all Tok box holders was also mailed on June 9th. Buddy Johnson moved that the meeting was properly noticed to the membership. Motion was seconded by Gary Antrim and passed unanimously.

Bill Drake reported that an investigative committee was appointed at the May 14th, 2015, regular TCUC meeting. By attrition of committee membership, it ended up being composed of:

Bill Drake
Conni Bishop
Diane Ervin

Bonnie Achman moved that we accept and ratify the committee. The motion was seconded by Jeff Gavazza and passed with all in favor.

Bill Drake announced that Dennis Bishop is willing to serve as the trial manager. He is familiar with the situation and a member in good standing. Jeff Gavazza moved to accept Dennis Bishop as the trial manager. Motion was seconded by Bonnie Achman and passed unanimously.

Bill Drake then introduced Frank Cook, a member living on West 1st Street. Frank Cook is relatively new in the community (has been spending the summers here for 5 years, most recently teaching in Northway, and now a full time resident) and so has not been involved in the controversies. Mr. Cook is willing to serve as the presiding officer for the remainder of the meeting. The three accused (Theresa Woody, Rhonda VanZandt, and Alvin Bates) were asked if they had a preference. Theresa Woody was the only one who responded, she stated that they don't recognize this proceeding, and she named no preference. Spike Jorgensen moved that we approve Frank Cook as our presiding officer. Motion was seconded by Ruby Smith and passed with none opposed.

The chair was turned over to Frank cook at 6:11 p.m. He stated that we will be using Robert's Rules of Order, 9th Edition, for the trial. Kathy moved that we enter executive session. Sue Stancliff seconded the motion. Motion passed with none opposed.

The meeting went into executive session at 6:16 p.m.

The meeting came out of executive session and back to a public meeting at 8:04 p.m.

Chairman Frank Cook announced that during executive session all three of the accused were found guilty on all charges.

The charges were:

In essence that Theresa Woody (Seat A), Rhonda VanZandt (Seat B), and Alvin Bates (formerly Seat E) knowingly and willing refused to follow the required noticing and public meeting provision of the Tok Community Umbrella Corporation.

Theresa Woody:

Violated Article 6 of the Articles of Incorporation by participating in a special email meeting on April 14, 2015, attempting to authorize legal fees of \$1000 and to appoint Tanya Tito to Board Seat C without proper notice or holding the meeting in public.

Violated Article 6 when after the Annual Membership Meeting of April 16, 2015, they improperly held the election of officers after the meeting was adjourned and allowed Tanya Tito, not properly appointed to the board, to vote,

Violated Article 6 when they held a special email meeting on April 29/30, attempting to authorize the eviction of the Chamber of Commerce without proper notice or holding the meeting publicly or even informing the other Board members of the vote after they had asked for a properly noticed executive session.

That the votes of John Bristol and Lisa Conrad were falsely represented into the record and to the membership in regard to these votes.

Rhonda VanZandt:

Violated Article 6 of the Articles of Incorporation by participating in a special email meeting on April 14, 2015, attempting to authorize legal fees of \$1000 and to appoint Tanya Tito to Board Seat C without proper notice or holding the meeting in public.

Violated Article 6 when after the Annual Membership Meeting of April 16, 2015, they improperly held the election of officers after the meeting was adjourned and allowed Tanya Tito, not properly appointed to the board, to vote,

Violated Article 6 when they held a special email meeting on April 29/30, attempting to authorize the eviction of the Chamber of Commerce without proper notice or holding the meeting publicly or even

informing the other Board members of the vote after they had asked for a properly noticed executive session.

That the votes of John Bristol and Lisa Conrad were falsely represented into the record and to the membership in regard to these votes.

Alvin Bates:

Violated Article 6 of the Articles of Incorporation by participating in a special email meeting on April 14, 2015, attempting to authorize legal fees of \$1000 and to appoint Tanya Tito to Board Seat C without proper notice or holding the meeting in public. And

Violated Article 6 at the Annual Membership Meeting of April 16, 2015, when he seated Tanya Tito improperly to the Board, and

Violated Article 5 and Section 4 of the Bylaws at the Annual Membership Meeting of April 16, 2015 when he refused to allow a proper motion and second by the members to vote to remove three members of the board of directors.

Frank Cook further announced that as part of their punishment, Theresa Woody and Rhonda VanZandt were removed from the Board of Directors. All three are reprimanded and/or censured by the membership. All three are further not allowed to serve on the Board of Directors for a period of at least five years beginning on 6/19/15.

Frank Cook turned the meeting over to Lisa Conrad, member of the Board of Directors.

Madge Kelleyhouse was requested to repeat her motion from the April Annual Meeting, so she moved to exercise Section 4 of the Bylaws to remove the directors in Seats A, B, C, and E. Kathy Morgan suggested amending the motion to remove directors in Seats A, B, C, and D, since Lisa Conrad now fills seat E. Madge did so and Bill Drake seconded the motion. Jerry Jernigan moved to amend the motion to say that those seats be vacated. Motion was seconded and the motion to exercise Section 4 of the bylaws by vacating Director Seats A, B, C, and D passed with all in favor.

Dennis Bishop moved that we publish the results of the trial and Section 4 vote in the *Mukluk News*. Jeff Gavazza seconded the motion. Dave Stancliff amended the motion to include sending a boxholder mailout to the membership. Kathy Morgan seconded. Sue Stancliff amended the motion to also send it to the Fairbanks paper. Seconded by Maury Shultz. Motion passed with none opposed.

Madge Kelleyhouse moved that we schedule an election meeting to fill the four vacant seats. Scott MacManus seconded the motion. There was some discussion that there has to be at least 10 days notice. After some discussion, date for the election was scheduled for July 9th at the TCUC regular board meeting. Motion passed unanimously.

Buddy Johnson moved that we adopt a resolution from the assembly to freeze the bank accounts until we've had the election. Motion was seconded by Bill Drake and passed unanimously.

Dennis Bishop moved that we have our attorney (Zane Wilson) send a letter to the four members removed from the board (Rhonda VanZandt, Theresa Woody, Alvin Bates, and pretender Tanya Tito) requiring them to return all books, records, checks, keys or other TCUC property within five days to Lisa Conrad or our attorney. Seconded by Bill Drake and passed unanimously.

Dave Kelleyhouse moved that we conduct an internal audit of the TCUC books at the soonest time possible and hold the removed board members personally responsible if any inappropriate expenditures are discovered. Motion was seconded by Dave Stancliff. Dennis Bishop moved to amend by specifying that the auditors will consist of two board members and 2 non-board members. Bill Drake seconded. Motion passed with one opposed, all others in favor.

Exhibit B
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Conrad 000168

Dave Stancliff moved that we request all email communications between board members that relate to TCUC business be made available to the new board members. Motion was seconded by Spike Jorgensen and Terry Summers. Motion passed with seven opposed.

Dennis Bishop moved to adjourn the meeting. Buddy Johnson seconded the motion. It passed and the meeting was adjourned at 8:40 p.m.

Respectfully Submitted,


Kathy Morgan

Note: Throughout these minutes for greater clarity to the membership, I have used the nicknames by which members are commonly known, rather than their legal names. Following is a translation for those for whom I am aware of both nickname and legal name.

Bill Drake = William Drake
Bill Arpino = William Arpino
Bonnie Achman = Diane Achman nee Jenkins
Madge Kelleyhouse = Madeline Kelleyhouse
Buddy Johnson = Roy Johnson
Maury Shultz = Maurice Shultz

Exhibit B
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Tok Community Umbrella Corporation
Special Membership Meeting
June 19th, 2015 at the Tok Civic Center 6pm

This meeting is a Special Membership Assembly, for the purposes of holding a trial of three TCUC members for failing to comply with TCUC Articles and Bylaws that has been called by 140 members under AS10.20.061(c). A Special Membership Meeting is one that is called by the Membership and where Members can vote.

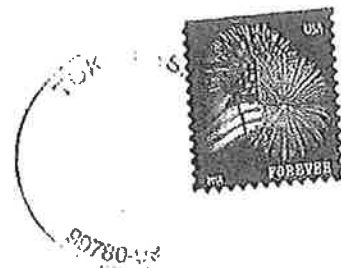
Agenda

- **Explanation of the Membership Assembly**
- **Motions by Chair of the Investigatory Committee for Membership Ratification**
- **Verify that the Special Membership Meeting requirements of AS10.20.061(c) have been met**
- **Membership Selects Trial Manager by vote**
- **Membership Selects Presiding Officer by vote**
- **Reading of the Preferred Charges**
- **Trial before the Membership Assembly, (process as outlined in the Notice of Preferred Charges)**
- **Membership Vote on the Charges, by ballot**
- **Counting of the Votes**
- **Verdict read**
 - **If guilty, Membership votes on punishment and resolutions**
 - **If not-guilty, all rights of these members shall be reinstated immediately**
- **Adjournment**

You **MUST** be a member in order to attend this meeting. This means, you must be a resident of Tok who lives inside the boundaries established in the Articles, and be over the age of 18. Non-members will not be allowed inside.



Box 342
Tok, AK 99780



BOXHOLDER

TOK, AK 99780

2/1/80

I, Bill Drake hereby state and certify that the 14/0 signatures
on these 11 pages were collected on or before June 9th, 2015 in Tok Alaska.



Subscribed and sworn to before me
this 9th day of June, 2015
Deborah L. Sparks
Notary Public
My Commission Expires 7/8/15

Call for Membership Meeting of TCUC

We, the undersigned Members of the Tok Community Umbrella Corporation, who are Eligible to Vote, hereby call for a Special Membership Meeting based on the Authority of AS10.20.061(c), on the 19th of June, 2015. This meeting will be convened at the Tok Civic Center, for the purpose of holding a Membership Assembly Trial.

In order to post the meeting properly, at least 50 signatures of these Eligible Members, 18 years or older and who reside inside the area served by TCUC, must be collected by June 9th, 2015.

	Printed Name	Signature	Physical Address
1	Beth Smith	Beth Smith	1316 AK Hwy TOK AK
2	Lisa Shultz	Lisa Shultz	69 Butch Ruth Ave.
3	Maorice Shultz	Maorice Shultz	69 Butch Ruth Ave
4	DOUGLAS PINE	Doug Pine	MOOSE NUGGET
5	William Artrian	William Artrian	14 ASPEN AVE
6	Dennis Bishop	Dennis Bishop	000 East D St
7	Zack Knaebel	Zack Knaebel	GreatLand Dr.,
8	SHAWN CHAMPAGNE	Shawn Champagne	1/2 mile Pringle Road
9	John BARKER	John Barker	1318.5 AK HIGHWAY
10	Frank Cook	Frank Cook	W. 1 st St., Tok
11	LAVELL Wilson	Lavell Wilson	Mile 1316.2 AK Highway
12	MIKE FORTIER	Mike Fortier	912 WARBELOW TOK
13	Colin BROWN	Colin Brown	100 Soby Way, Tok
14	Ruby Smith	Ruby Smith	George JR.
15	Jackie Howard	Jackie Howard	L4-5 Discovery, Tok
16	Terry Howard	Terry Howard	L4-5 Discovery, Tok
17	Dave Stancliff	Dave Stancliff	633 Midnight Sun Dr. Tok
18	Sue Stancliff	Sue Stancliff	" " " "

Call for Membership Meeting of TCUC

We, the undersigned Members of the Tok Community Umbrella Corporation, who are Eligible to Vote, hereby call for a Special Membership Meeting based on the Authority of AS10.20.061(c), on the 19th of June, 2015. This meeting will be convened at the Tok Civic Center, for the purpose of holding a Membership Assembly Trial.

In order to post the meeting properly, at least 50 signatures of these Eligible Members, 18 years or older and who reside inside the area served by TCUC, must be collected by June 9th, 2015.

	Printed Name	Signature	Physical Address
1	Mike Cronk	<i>[Signature]</i>	100 Schinelli St, TOK
2	Donna Wenoiter	<i>[Signature]</i>	#44 Makinzie, TOK
3	Geneva Luu Smith	<i>[Signature]</i>	1314 AK Hwy Tok
4	Deb Berg	<i>[Signature]</i>	287 McKenzie Trail, TOK
5	Wes Colquhoun	<i>[Signature]</i>	Box/Mile 1320.3 AK Hwy, TOK
6	James Wothke	<i>[Signature]</i>	1 Discovery Lane, TOK
7	Alexander	<i>[Signature]</i>	1020 Sanford Dr, TOK
8	Ashley Johnson	<i>[Signature]</i>	882 Center St, Tok
9	Elizabeth Cave	<i>[Signature]</i>	W. Aspen Ave Way
10	Sylvia Jacobson	<i>[Signature]</i>	408 George Jr, TOK
11	Mike Kendall	<i>[Signature]</i>	Midnight Sun, TOK
12	Donald York	<i>[Signature]</i>	MP. 1321.5 EAGLE SUB. PRINGLE RD., TOK
13	Meg Johnson	<i>[Signature]</i>	Birch Lane Tok AK
14	GLENN W. GABBARO	<i>[Signature]</i>	BLACKBURN AV. TOK AK.
15	Billy Lance Sr.	<i>[Signature]</i>	W. Willow & Discovery
16	Kathryn Davis	<i>[Signature]</i>	E. B. St. Tok AK
17	BERNADETTE COIRARD	<i>[Signature]</i>	1.1 Seary Way TOK, AK
18	WAYNE CAVE	<i>[Signature]</i>	W ASPEN AVE TOK AK

Call for Membership Meeting of TCUC

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In order to post the meeting properly, at least 50 signatures of these Eligible Members, 18 years or older and who reside inside the area served by TCUC, must be collected by June 9th, 2015.

	Printed Name	Signature	Physical Address
1	MARK BAKER	<i>Mark Baker</i>	C9-10 TERRILLIGER WAY, TOK
2	Joetta T. Colquhoun	<i>Joetta T. Colquhoun</i>	Mile 1320.3 AK HWY, TOK
3	Jessica Page	<i>Jessica Page</i>	Sted Dog Way, TOK
4	Shauna Lee	<i>Shauna Lee</i>	Sun Dog, TOK
5	Jeff Well	<i>Jeff Well</i>	Borealis Ave., TOK
6	Robert F. GINGUE	<i>Robert F. GINGUE</i>	MAYS WAY TOK
7	Mike Garber	<i>Mike Garber</i>	W. Spruce Extension, TOK
8	Dale Young	<i>Dale Young</i>	Borealis, TOK
9	John Schoeden	<i>John Schoeden</i>	Mile 1316 AK Highway
10	Betty A Kuebler	<i>Betty A Kuebler</i>	Borealis Ave
11	LARRY KUTSCHER	<i>Larry Kutscher</i>	Borealis ave.
12	Larry Weier Jr.	<i>Larry Weier Jr.</i>	#16 West Gilman Way
13	Rachel Sanford	<i>Rachel Sanford</i>	@ Shiovulli Rd
14	Jason Sanford	<i>Jason Sanford</i>	Schiovulli Rd
15	MARV BROWNEIL	<i>Marv Browneil</i>	mp 1314.5 AK HWY TOK 99780
16	David Callas	<i>David Callas</i>	w 1st Ave Tok, Ak
17	MARY A. Wolden	<i>Mary A. Wolden</i>	721 Slana Ave
18	JERRY LAMBERT	<i>Jerry Lambert</i>	1314 AK Hwy

Call for Membership Meeting of TCUC

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In order to post the meeting properly, at least 50 signatures of these Eligible Members, 18 years or older and who reside inside the area served by TCUC, must be collected by June 9th, 2015.

	Printed Name	Signature	Physical Address
1	DIANDE ACHMAN	Dianne Achman	MP 1317.6 AK Hwy Tok, AK
2	KATHY MORGAN	Kathy Morgan	8th AVE, TOK, AK
3	Douglas Harmon	Douglas Harmon	MP 1319.5 AK Hwy Tok, AK
4	Judith Harmon	Judith Harmon	MP 1319.5 AK Hwy Tok AK
5	Nancy Rawluk	Nancy L. Rawluk	MP 1325.5 AK Hwy Tok AK
6	Spike Jorgensen	Spike Jorgensen	Mile 1313.5 AK Hwy Tok AK
7	Tim Frazee	Tim Frazee	mile 1316 AK Hwy Tok
8	Sara Blackard	Sara Blackard	Sourdough Tok AK
9	DOUGLAS BRUNMAN	Douglas Brunman	8th AVE, TOK, AK
10	Paul Jorgensen	Paul Jorgensen	Mile 1313.5 AK Hwy Tok
11	Robin Davidson	Robin Davidson	Schiovalli Rd., Tok.
12	WILLIAM A ARPINO	William A. Arpino	1314.3 ALASKA Hwy Tok
13	Nancy Arpino	Nancy Arpino	1314.3 AK Hwy Tok
14	Mike Farnigan	Mike Farnigan	1313.4 AK Hwy Tok.
15	ELIZABETH AHHRENS	Elizabeth Ahrens	Tok, AK 99780 EPT 1st St
16	BRYCE C. CONRAD	Bryce C. Conrad	Tok, AK 99780 E. Chena Hwy
17	Debra James	Debra James	Tok AK 99780 2nd Ave
18	MARY MORRIS	Mary Morris	1st St & 2nd Ave Tok 99780

Call for Membership Meeting of TCUC

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	Printed Name	Signature	Physical Address
1	MARGARET BUTLER	Margaret Butler	125 Tok CUTOFF
2	Jackie Stienbarger	Jackie Stienbarger	MP 1319.8 AK Hwy.
3	Jan Fehrenbacher	Jan Fehrenbacher	146 Prospect Way
4	Karla Rollo	Karla Rollo	MP 1318.5 AK Hwy
5	Suzette Tixer	Suzette Tixer	0.8 Midnight Sun St.
6	JOHN SNYDER	John Snyder	1 st street Tok
7	Karla Champagne	Karla Champagne	1/2 mile Pringle Rd.
8	David Young	David Young	910 Schiavelli St., Tok
9	David Poyfair	David Poyfair	East U Street Tok
10	ALAN PAGE	Alan Page	1320 AK HWY
11	Shaun Komara	Shaun Komara	304 SUNDog
12	STRETCH BLACKSD	STRETCH	SOURDOUGH BETWEEN SLANDOG MED. ST.
13	Leif Wilson	Leif Wilson	0.5 mile Sourdough Lane
14	Vanessa Thompson	Vanessa Thompson	Corner Borealis & W C St Ext.
15	Randy Rallo	Randy Rallo	123 Greatland drive
16	Erica Burnham	Erica Burnham	101 Judy Ln AK 99780
17	Brian Thompson	Brian Thompson	03 West C St EXT
18	Kerry Harte	Kerry Harte	1314 Ak Hwy

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In order to post the meeting properly, at least 50 signatures of these Eligible Members, 18 years or older and who reside inside the area served by TCUC, must be collected by June 9th, 2015.

	Printed Name	Signature	Physical Address
1	Darrel Jutkin	<i>[Signature]</i>	Cor. Willow & Scoby
2	Earl Kain	<i>[Signature]</i>	Red Fox Drive
3	Rose Jernigan	<i>[Signature]</i>	1313.2 Ak Hwy
4	Gynthia M Jernigan	<i>[Signature]</i>	corner 5 th & 2nd, Tok, AK
5	Jerry Jernigan	<i>[Signature]</i>	Hatsel Subdivision Tok, AK
6	Scott Mac Manus	<i>[Signature]</i>	1320. Ak Hwy / Blackburn Rd
7	Judd Pong	<i>[Signature]</i>	Hazel Wood Upper Duplex
8	Robbie MacManus	<i>[Signature]</i>	906 Blackburn Road
9	Brenda Litwack	<i>[Signature]</i>	Blackburn Road
10	Robert Litwack	<i>[Signature]</i>	END OF Blackburn Rd
11	MADLINE KELLEYHOUSE	<i>[Signature]</i>	100 8th Ave - Tok.
12	DANNY GRANGER	<i>[Signature]</i>	1313 Alaska Hwy.
13	David G. Kelleyhouse	<i>[Signature]</i>	100 8th Ave. Tok
14	Candy Troupe	<i>[Signature]</i>	mile 1314 Ak Hwy
15	XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX
16	David Young	<i>[Signature]</i>	Miller Field Road - Tok
17	Pug McLaughlin	<i>[Signature]</i>	1316.8 Ak Hwy
18	Alex Page	<i>[Signature]</i>	sted Pos way

Call for Membership Meeting of TCUC

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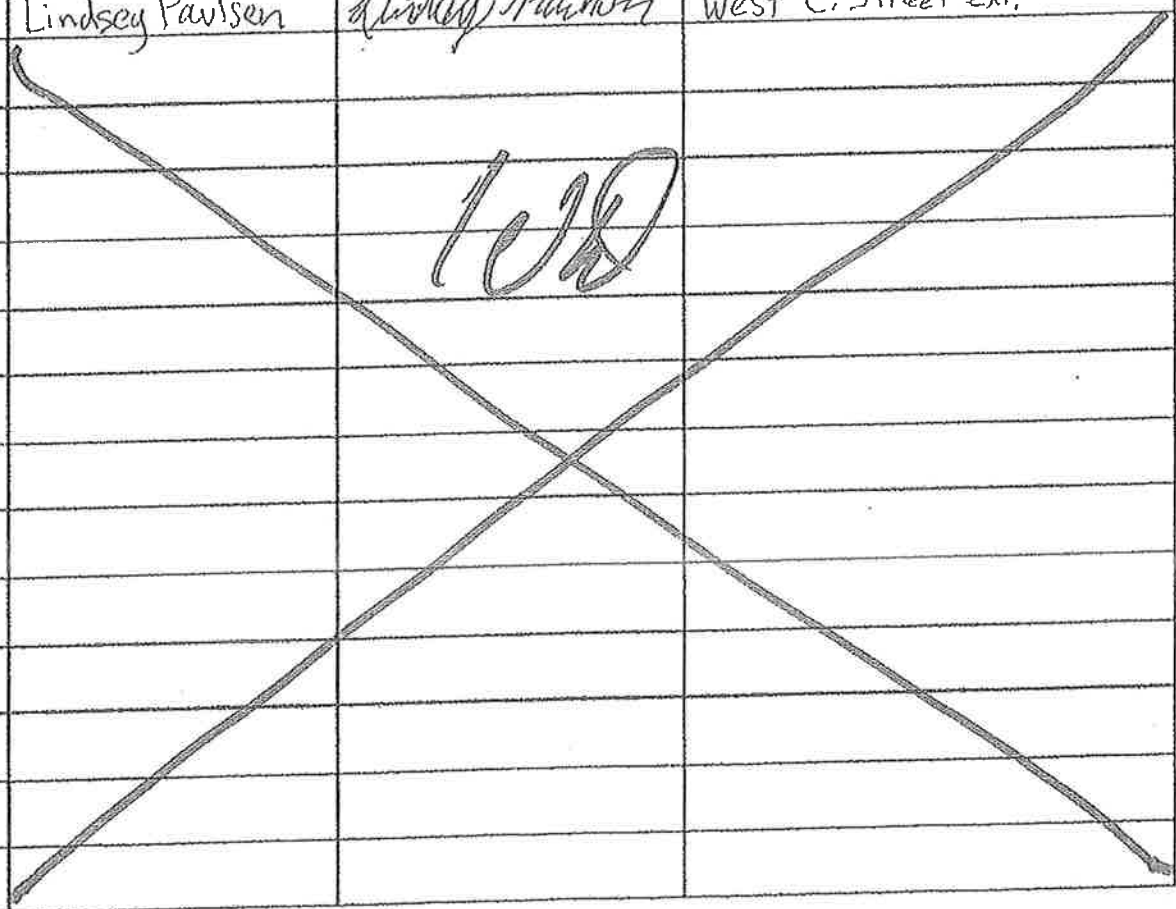
In order to post the meeting properly, at least 50 signatures of these Eligible Members, 18 years or older and who reside inside the area served by TCUC, must be collected by June 9th, 2015.

	Printed Name	Signature	Physical Address
1	Lori Weisz	Lori Weisz	101 W. Willow St.
2	Tracee Weisz	Tracee Weisz	Gillian Way
3	Diane Ervin	Diane Ervin	Mi 1.5 W 1 st Street
4	Tom Ervin	Tom Ervin	8th + W 1st St
5	Andrew Duncan	Andrew Duncan	8th & W 1st St
6	Tom Ervin JR	Tom Ervin JR	8th & W 1st St
7	Rachel Geller	Rachel Geller	8th & W. 1st
8	Wayne Isaac Jr.	Wayne Isaac Jr.	#1 Stardust Hwy
9	Virginia Fr	Virginia Fr	#1 Stardust Hwy
10	Dillon Titus	Dillon Titus	M.P. 1315
11	Joseph Young	Joseph Young	M.P. 1315
12	Triston Northway	Triston Northway	M.P. 1315
13	Kristen Titus	Kristen Titus	
14	Renard Smith	Renard Smith	Victor St
15	Sheila Thomas	Sheila Thomas	& Bureau's
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Call for Membership Meeting of TCUC

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	Printed Name	Signature	Physical Address
1	Sherry Dompierre	Sherry Dompierre	Sanford Drive
2	Tommy Peet	Tommy Peet	122 Tok cutoff
3	Jason Roslansky	Jason J. Roslansky	Sanford Drive
4	Virginia Mericle	Virginia Mericle	122.9 Tok Cutoff Tok AK.
5	Lindsey Paulsen	Lindsey Paulsen	West C. Street ext.
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Page 8 of 11

Date 6/9/2015

Exhibit C

Page 11 of 14 Conrad 000141

Call for Membership Meeting of TCUC

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	Printed Name	Signature	Physical Address
1	Bronk Jorgensen	<i>[Signature]</i>	101 Tuckey Lane
2	Kimberly Roth	<i>[Signature]</i>	429 Discovery Ln.
3	Aleyn Buchanan	<i>[Signature]</i>	#3 Kimball St
4	Richard C Davis	Richard c Davis	East B Street.
5	John Bristol	John Bristol	Tok
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Call for Membership Meeting of TCUC

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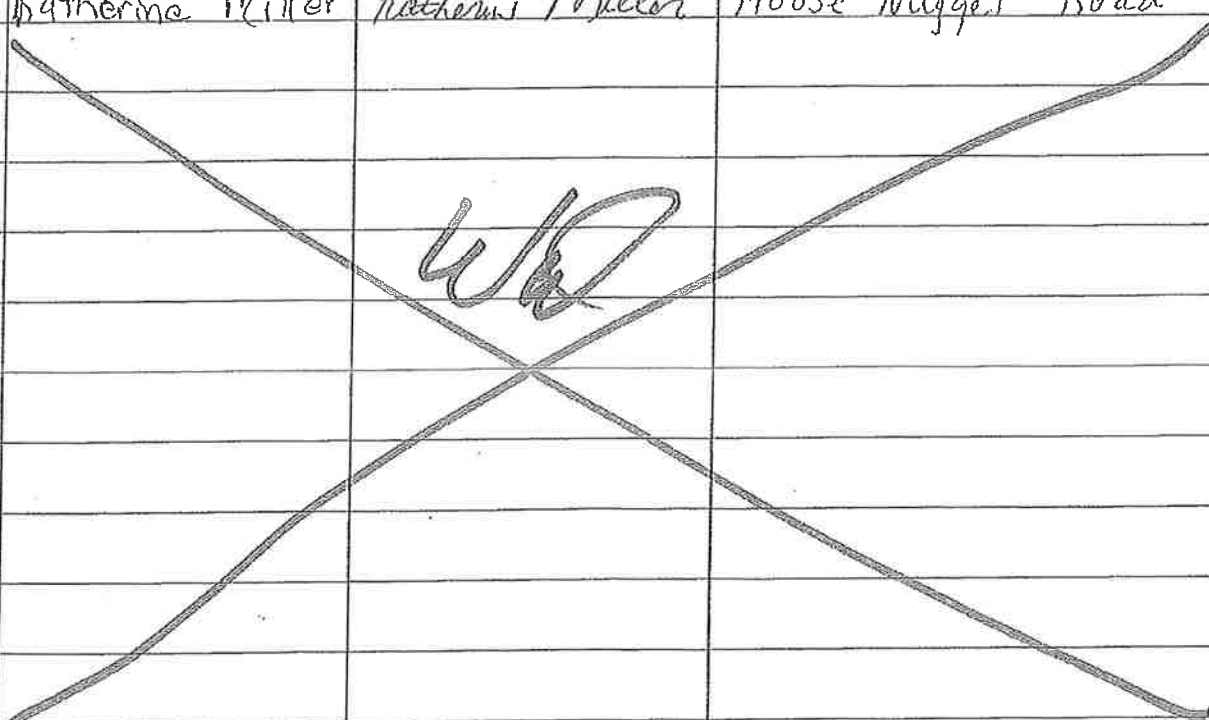
	Printed Name	Signature	Physical Address
1	MIKE JOHNSON	<i>Mike Johnson</i>	692 TOLLIVER ROAD
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6/9/2015

Call for Membership Meeting of TCUC

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	Printed Name	Signature	Physical Address
1	Wm. (Bill) I. Drake	WID Drake	Moose Nugget Rd.
2	PRISCILLA DRAKE	Priscilla Drake	Moose Nugget Rd.
3	Teresa Paulsen	Teresa Paulsen	222 West C Street Ext.
4	Lacey Young	Lacey Young	910 Schiavulli St.
5	FREDERICK PAULSEN	Frederick Paulsen	222 WEST C ST.
6	Barbara Pinc	Barbara Pinc	17419 Moose Nugget Rd
7	MICHAEL MILLER	Michael Miller	MOOSE NUGGET RD TOK
8	Katherine Miller	Katherine Miller	Moose Nugget Road
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6/9/2015

IN THE SUPERIOR COURT FOR THE STATE OF ALASKA
FOURTH JUDICIAL DISTRICT AT FAIRBANKS

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board who contends they were not)
removed from office by the membership),)

Plaintiff,)

v.)

TOK CHAMBER OF COMMERCE,)
INC.,)

Defendant.)

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board elected on July 9, 2015),)

Third Party Plaintiff,)

v.)

TOK COMMUNITY UMBRELLA)
CORPORATION (TCUC) (as represented)
by the Board who contends they were not)
removed from office by the membership),)

Third Party Defendant.)

Case No. 4FA-15-1930 CI

AFFIDAVIT OF LISA CONRAD

STATE OF ALASKA)
) ss
FOURTH JUDICIAL DISTRICT)

I, LISA CONRAD, being first duly sworn upon oath, depose and state as follows:

1. I am over eighteen years of age and am competent. I have personal knowledge of all matters set forth herein.

2. At the 2015 Annual Membership Meeting, on April 16, 2015, 140 members signed in to the meeting and 130 actually voted.

3. According to the State of Alaska online community database, there are 1045 Tok residents age 16 and over.

4. The notice of the June 19, 2015 special membership meeting was mailed to all PO Boxes at the Tok post office at least 10 days before the meeting, and meeting notices were posted as required in the TCUC's Articles of Incorporation.

5. There were 86 members present at the June 19, 2015, special membership meeting. The members moved to remove the directors in seats A, B, C and D (all seats except myself in Seat E) and the motion passed unanimously.


6. The July 9, 2015, election was called by the 86 members present at the June 19, 2015, membership meeting as reflected in the minutes of that meeting.

7. The July 9, 2015, was a regularly scheduled meeting date; as such notice of the meeting was published at least 10 days before the meeting occurred.

8. At the July 9, 2015, meeting, Lisa Schultz, Bill Drake, Dennis Bishop and Frank Cook were elected to the TCUC Board of Directors.

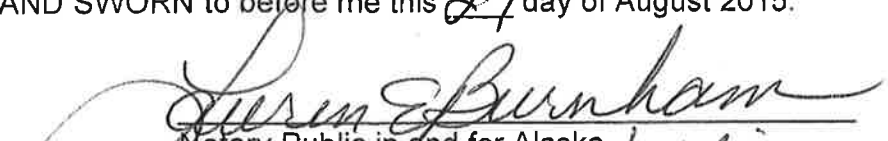
9. The Board of Directors has never moved to amend the TCUC bylaws.

DATED this 27th day of August 2015.


LISA CONRAD

SUBSCRIBED AND SWORN to before me this 27 day of August 2015.




Notary Public in and for Alaska
My Commission Expires: w/office

BOOK SCHUHMANN
GROSECLOSE, INC.
14 FOURTH AVE., SUITE 200
POST OFFICE BOX 70810
FAIRBANKS, AK 99707-0810

(907) 452-1855
FACSIMILE
(907) 452-8154

CERTIFICATE OF SERVICE

This is to certify that on the 1st day of
September 2015, a copy of the foregoing
is being faxed/ hand-delivered/ X mailed
 via Court Courier Service
to the following attorney(s) or party(s) of record:

Elizabeth B. Hodes
Davis Wright Tremaine LLP
188 West Northern Lights Blvd., STE 1100
Anchorage, AK 99503

Heidi Holmes
Burns & Associates
100 Cushman Street, STE 311
Fairbanks, AK 99701


CSG, Inc.

BOOK SCHUHMANN
GROSECLOSE, INC.
14 FOURTH AVE., SUITE 200
POST OFFICE BOX 70810
FAIRBANKS, AK 99707-0810

(907) 452-1855
FACSIMILE
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IN THE SUPERIOR COURT FOR THE STATE OF ALASKA
FOURTH JUDICIAL DISTRICT AT FAIRBANKS

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board who contends they were not)
removed from office by the membership),)

Plaintiff,)

v.)

TOK CHAMBER OF COMMERCE,)
INC.,)

Defendant.)

TOK COMMUNITY UMBRELLA)
CORPORATION (as represented by the)
Board elected on July 9, 2015),)

Third Party Plaintiff,)

v.)

TOK COMMUNITY UMBRELLA)
CORPORATION (TCUC) (as represented)
by the Board who contends they were not)
removed from office by the membership),)

Third Party Defendant.)

Case No. 4FA-15-1930 CI

ORDER GRANTING SUMMARY JUDGMENT

TCUC (as represented by the Board elected on July 9, 2015) has moved for summary judgment asserting that the Woody Board was properly removed at the June 19, 2015, special membership meeting and that the July 9, 2015 election was properly noticed and conducted and the court having considered any opposition thereto;

IT IS HEREBY ORDERED THAT TCUC's (as represented by the Board elected on July 9, 2015) motion for summary judgment is GRANTED. The June 19, 2015, special membership meeting was properly noticed and held. The reasons why the membership

voted to remove the Board members from seats A, B, C and D are irrelevant under the bylaws of TCUC. The membership unanimously voted to remove the Board of Directors from seats A, B, C and D and validly did so.

The July 9, 2015, meeting of TCUC was properly noticed and held. The court declares that the Board of TCUC consists of Lisa Schultz, Bill Drake, Dennis Bishop, Frank Cook and Lisa Conrad. This case is hereby DISMISSED with prejudice.

DATED this _____ day of _____ 2015.

Michael P. McConahy
SUPERIOR COURT JUDGE

CERTIFICATE OF SERVICE

This is to certify that on the 1st day of August 2015, a copy of the foregoing is being _____ faxed/_____ hand-delivered/ X mailed _____ via Court Courier Service to the following attorney(s) or party(s) of record:

Elizabeth P. Hodes
Davis Wright Tremaine LLP
188 West Northern Lights Blvd., Suite 1100
Anchorage, AK 99503

Heidi M. Holmes
Burns & Associates
100 Cushman Street, Suite 311
Fairbanks, AK 99701

Emmie Davis
for CSG, Inc.

COOK SCHUHMANN
& GROSECLOSE, INC.
714 FOURTH AVE., SUITE 200
POST OFFICE BOX 70810
FAIRBANKS, AK 99707-0810

(907) 452-1855

FACSIMILE

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Order Granting Summary Judgment
TCUC v. Tok Chamber of Commerce, Inc., Case No. 4FA-15-1930 CI
Page 2 of 2