

STATE OF ALASKA
DEPARTMENT OF COMMERCE, COMMUNITY, AND ECONOMIC DEVELOPMENT
DIVISION OF BANKING AND SECURITIES

IN THE MATTER OF:)
SITNASUAK NATIVE CORPORATION)
Respondent.)
_____)

ORDER NO. 15-1531-S
ORDER TO CEASE AND DESIST
ASSESSING CIVIL PENALTIES
and
CONSENT TO ORDER

The Director of the Department of Commerce, Community, and Economic Development, Division of Banking and Securities (“Administrator”), has conducted an investigation into certain activities of Sitnasuak Native Corporation (“Respondent”), and has determined that Respondent violated certain provisions of the Alaska Securities Act, Alaska Statute (AS) 45.55.

The Administrator has jurisdiction over Respondent and these matters pursuant to the Alaska Securities Act.

Respondent wishes to resolve and settle this matter with the Administrator. As evidenced by the authorized signature on this Order, Respondent consents to the entry of this Order assessing civil penalties based on the Conclusions of Law and Order. Respondent waives its right of appeal under AS 45.55.920(d).

I. FINDINGS OF FACT

1. Respondent is a corporation organized pursuant to the Alaska Native Claims Settlement Act (“ANCSA”), 43 U.S.C. 1601 et seq., and maintains an address at 400 Bering St., Nome, Alaska, 99762.

1 2. Pursuant to AS 45.55.139, ANCSA corporations with 500 or more shareholders
2 and total assets exceeding \$1,000,000 must file with the Administrator all annual reports,
3 proxies, consents or authorizations, proxy statements, or other proxy solicitations distributed
4 and made available by any person to 30 or more Alaska resident shareholders concurrently
5 with distribution of those materials to shareholders.

6 3. Respondent has certified to the Administrator that it has more than 500
7 shareholders and total assets exceeding \$1,000,000.

8 4. Pursuant to 3 AAC 08.345(b)(1)(F), Respondent's board of director proxy
9 solicitations must be preceded or accompanied by a dated, written proxy statement that
10 includes, if action is to be taken on the election of directors, a description of each nominee of
11 the board who has consented to act if elected and of each director whose term of office will
12 continue after the shareholders' meeting, including a description of the nominee and/or
13 director's business experience during the last five years, including principal employment or
14 occupation and employer.

15 5. On February 28, 2014, Trudy Sobocienski submitted a candidate questionnaire for
16 Respondent's 2014 board of directors election. In her questionnaire, Ms. Sobocienski disclosed
17 that she had been the Chief Executive Officer of Deloycheet, Inc. from 2010-2012. However,
18 Respondent did not disclose Ms. Sobocienski's employment with Deloycheet in its 2014 Notice
19 of Annual Meeting & Proxy Statement. Ms. Sobocienski was subsequently elected to the board
20 of directors.

21 6. On February 17, 2015, Ms. Sobocienski submitted a current board member
22 questionnaire for Respondent's 2015 board of directors election. In her questionnaire, Ms.
23 Sobocienski again disclosed that she had been the Chief Executive Officer of Deloycheet, Inc.
24 from 2010-2012. However, Respondent again did not disclose Ms. Sobocienski's employment

1 with Deloycheet in its 2015 Notice of Annual Meeting & Statement.

2 7. Respondent has fully cooperated with the Administrator in its investigation into this
3 matter.

4 **II. CONCLUSIONS OF LAW**

5 1. Respondent is subject to the filing requirements of AS 45.55.139.

6 2. Respondent violated 3 AAC 08.345(b)(1)(F) by failing to disclose Ms.
7 Sobocienski's employment as Chief Executive Office of Deloycheet, Inc. from 2010-2012 in its
8 2014 and 2015 Notice of Annual Meeting & Proxy Statements.

9 3. Respondent is subject to a civil penalty pursuant to AS 45.55.920(c) because it
10 violated 3 AAC 08.345(b)(1)(F).

11 **III. ORDER**

12 Pursuant to AS 45.55.920, and on the basis of the Findings of Fact, Conclusions of
13 Law, the Administrator ORDERS Respondent to:

14 1. CEASE AND DESIST from omitting mandatory disclosures in its proxy
15 solicitations.

16 2. Comply with all provisions of the Alaska Securities Act, including associated
17 regulations.

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1 3. Pay a civil penalty in the amount of one thousand dollars (\$1,000)¹.

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3 IT IS SO ORDERED.

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5 Chris Hladick, Commissioner
6 Department of Commerce, Community and
7 Economic Development

8 DATED: Feb. 22, 2016

9 /s/ Kevin Anselm

10 BY: Kevin Anselm, Director
11 Division of Banking and Securities

12
13 Consent to Entry of Order

14 I, Richard Strutz, state that I am the CEO of Sitnasuak

15 Native Corporation (“Sitnasuak”); that I am authorized to act on its behalf; that I have read
16 the foregoing Order and that I know and fully understand the Order contents; that Sitnasuak
17 has been represented by counsel in this matter; that Sitnasuak has been advised of the right to
18 a hearing; that Sitnasuak voluntarily and without any force or duress, consents to the entry of
19 this Order; that Sitnasuak expressly waives any right to a hearing in this matter; that
20 Sitnasuak understands that the Administrator reserves the right to take further actions to
21 enforce this Order or to take appropriate action upon discovery of other violations of the
22 Alaska Securities Act; that further similar violations may result in a prefiling requirement
23 under AS 45.55.920(a)(1)(B); and that Sitnasuak will fully comply with the terms and
24 conditions stated herein.

¹ \$500 each for its failure to disclose in 2014 and 2015.

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Sitnasuak understands that this Order is a publicly disclosable document.

DATED: 2-9-16

/s/ Richard Strutz
Sitnasuak Native Corporation

Name: Richard Strutz
Title: CEO

SUBSCRIBED AND SWORN TO before me this 9th day of February, 2016 at
Sitnasuak NC, _____.

/s/ Rebecca Neagle
Notary Public in and for Sitnasuak NC

Rebecca Neagle
Notary Printed Name
My commission expires: May 8, 2018

Approved as to form and content:

Feb. 17, 2016
Date

/s/ Brian Duffy
Brian Duffy
Attorney for Sitnasuak Native Corporation

Contact Person:
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Securities Examiner
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