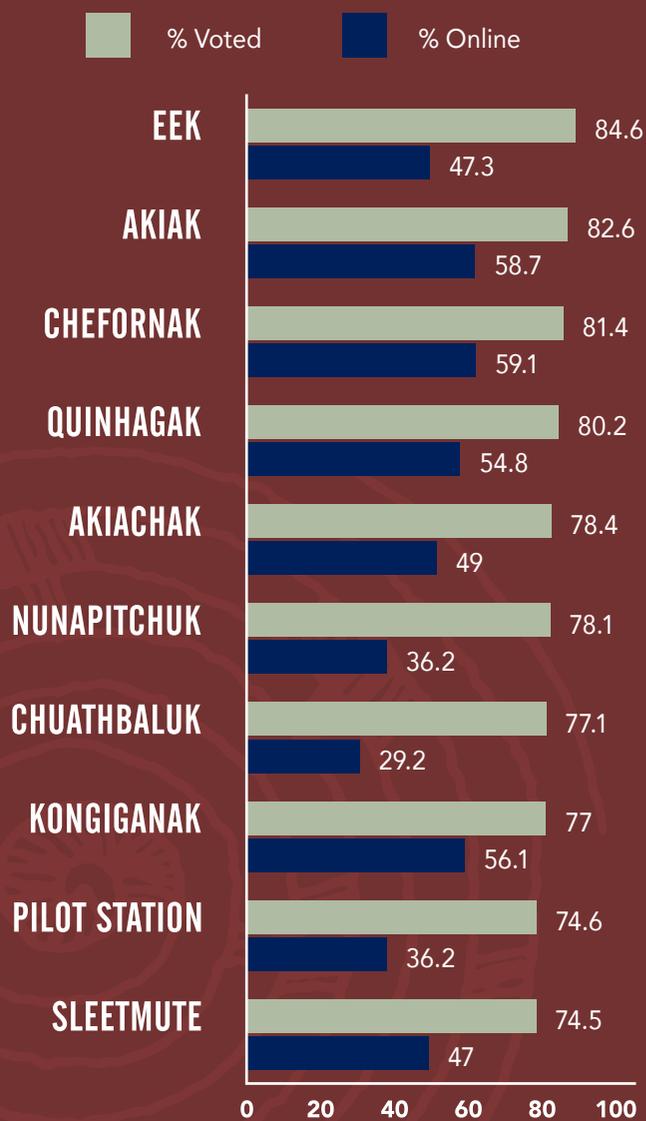




# TOP 10 VOTING YK COMMUNITIES

We are grateful for strong participation from YK Delta communities in voting this year. Shareholders in Eek had the highest rate of voting, at 84.6 percent. Shareholders in Chefornak had the highest rate of online voting, at 59.1 percent.



# STORYKNIFE

THE VOICE OF THE REGION

*Yaarnin*



JULY/AUG 2019 • CALISTA CORPORATION NEWSLETTER

## 2019 ANNUAL MEETING RESULTS

### MOST SHAREHOLDERS VOTE ONLINE

For Calista Corporation Shareholders ages 18 to 49, more than **six in 10 Shareholders** voted online. The 45th Annual Meeting of Shareholders in Toksook Bay on July 5 continues the strong trend of online voting for an Annual Meeting.

Three Board of Directors seats were up for election. Shareholders re-elected all serving board members—Paul George Guy, Johnnie Evan and Wayne Don—for Administrative Units 4, 5 and 6, respectively. Directors each serve three-year terms. No resolutions were on the ballot this year.

The re-election of the two Board-endorsed candidates, Paul George Guy and Johnnie Evan, means Calista's leadership can continue its planned course to produce positive results for Shareholders.

Over **60 percent of eligible Shareholders voted online** through CalistaVote.com this year. Younger voters made up the bulk of the online voters, with 70 percent of online voters in the 18-49 years old range. For Shareholders in their 50s, half voted online. **Even one in 3 Elders (65-years and older) voted through the online portal.**

**"60 PERCENT OF ELIGIBLE SHAREHOLDERS VOTED ONLINE THROUGH CALISTAVOTE.COM THIS YEAR."**

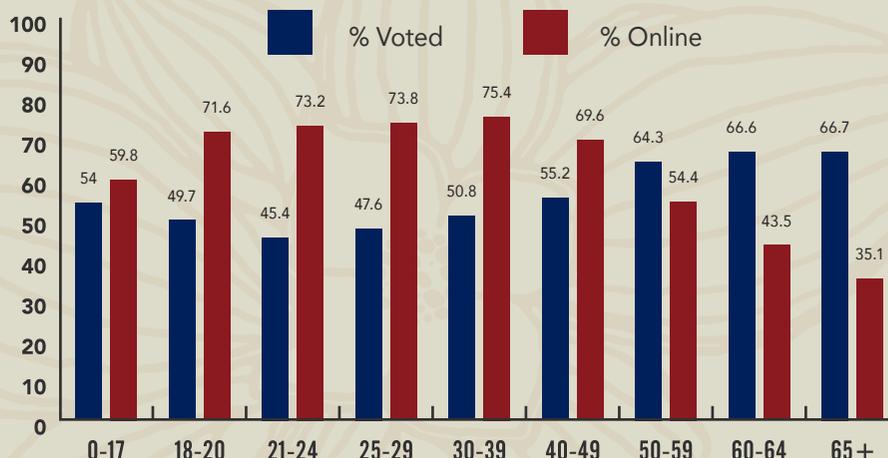
Internet access may be limited in-Region at times. Calista's voting website was designed to use as little bandwidth as possible and to be mobile-friendly. More than six in 10 online voters finish in less than four minutes, so it's fast and easy, no matter where someone lives. And about half of all online votes are cast using a mobile device like a smartphone or tablet.

Online voting is important for Calista. It is a smoother process and it reduced costs this year by over \$11,000 through less paperwork, mailing costs, etc. This saves more money for Shareholder benefits.

The Inspector of Elections, **Sramek-Hightower**, certified final election results.

## ONLINE VOTING BY AGE

Online voting isn't just for our young Shareholders! One in three Elders who voted in 2019, voted online. Voting online saves money ... and trees.





Robert Beans, Board Chair

## BOARD MESSAGE: SERVING OUR SHAREHOLDERS

Robert Beans, Board Chair

Quyana Cakneq to every candidate who ran to serve on the Calista Board of Directors. Board members take this opportunity to faithfully and impartially serve Shareholders, while following the Code of Business Ethics and Conduct for Directors.

and Earl Samuelson as Treasurer. We look forward to serving all Shareholders.

We welcome reelected Directors Paul George Guy, Johnnie Evan and Wayne Don representing Administrative Units 4, 5 and 6, respectively.

A big thank you to our Shareholders who turned out in big numbers. This year saw **59.4 percent of eligible voting shares represented** by proxy or in person for the 45th Annual Meeting of Shareholders in Toksook Bay. The 2019 Annual Meeting was the **4th largest Shareholder voter turnout ever**. The 2011 Annual Meeting of Shareholders in Akiachak saw the largest turnout with 61.9 percent of shares represented.

All of our work and all the goals, lead to a primary purpose and key strategic goal aligned with our Mission: to increase Calista Shareholder and Descendant jobs, services and benefits.

Following our Bylaws, the Board elected Officers. I was re-elected Board Chair, Margaret Pohjola reelected as Vice Chair, Johnnie Evan reelected as Secretary,



### OATH OF OFFICE:

"I, AS A NEWLY ELECTED DIRECTOR OF CALISTA CORPORATION, DO SOLEMNLY SWEAR THAT I WILL FAIRLY, IMPARTIALLY, AND TO THE BEST OF MY ABILITY, PERFORM MY DUTIES TO PROTECT AND PRESERVE THE ASSETS OF THIS CORPORATION, AND WILL ABIDE BY THE CODE OF BUSINESS ETHICS AND CONDUCT FOR DIRECTORS, SO HELP ME GOD."



Andrew Guy, President and CEO

## PRESIDENT'S MESSAGE: VALUE OF VOTING

Andrew Guy, President and CEO

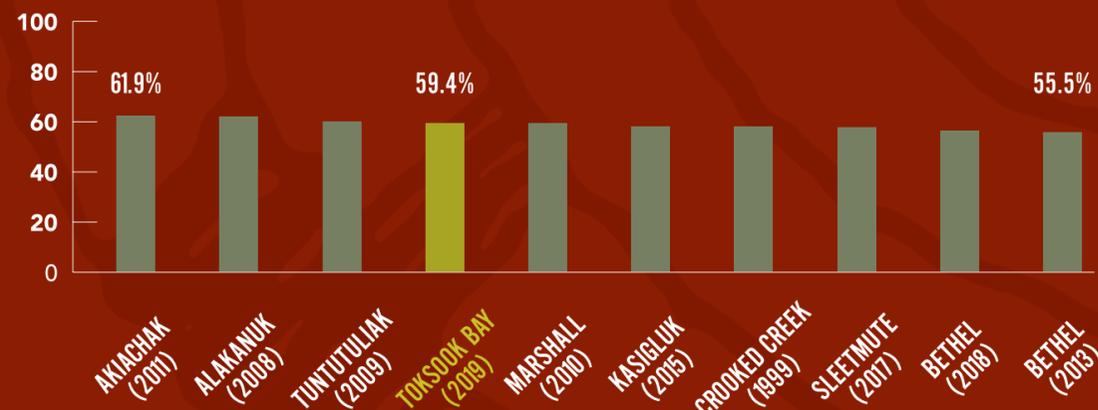
Quyana Cakneq to you for voting in this year's Annual Meeting of Shareholders! The 2019 Annual Meeting was the 4th highest quorum since 1988.

We know that our villages have challenges with internet service, but more than 60 percent of you voted online. The most interesting data come from the fact that **one in three Elders cast an online proxy**. That speaks to the ease of voting and the work of our staff, tribal and corporate entities in the Region who reached our Shareholders to let their voice be heard.

Your votes decide who is elected. Your participation guides our corporation to continue operating successfully. Thank you for speaking up through voting. Now is the time to continue, and improving, our work.

The total number of Shareholders now sits at over 29,000, compared to 13,000 in 2017. **Last year marked the first year Calista Corporation revenues exceeded \$500 million, reaching \$575 million in 2018.**

CONTINUES ON PAGE 5



"YOUR PARTICIPATION GUIDES OUR CORPORATION TO CONTINUE OPERATING SUCCESSFULLY."

— ANDREW GUY, PRESIDENT AND CEO



Calista Real Estate owns the retail portion of Civic Retail, a mixed use development in Portland, OR.

## SPOTLIGHT ON CALISTA REAL ESTATE REAL ESTATE INVESTMENTS YIELDING PROFITS FOR CALISTA

Commercial real estate is a long-term investment opportunity that has generated significant income for Calista Corporation and its Shareholders in recent years. Calista earned nearly \$6.3 million in net profits from its real estate investments from 2016 to 2018.

At the July 5 Annual Meeting in Toksook Bay, Calista Chief Financial Officer Sharon Lechner gave a presentation on Calista's real estate business, focusing on subsidiary Calista Real Estate, LLC.

Calista subsidiaries currently own or co-own 57 real estate properties located in Alaska and six other states: Arizona, California, Colorado, Oregon, Texas and Washington. These are mostly office or retail properties, as well as a few industrial properties. Calista Real Estate (CRE) invests in about 15 of those properties and is a solid performer, responsible for about half of Calista's real estate earnings over the last three years.

CRE has real estate investments in Alaska, Washington and Oregon. A couple of these properties are familiar sights in Midtown Anchorage—for example, the four-story International & C Building, home to Calista headquarters, and the 17-story Denali Tower near the Midtown Mall, the location of GCI headquarters. CRE is a joint venture partner with JL Properties Inc. in those two office buildings.

**"CALISTA EARNED NEARLY \$6.3 MILLION IN NET PROFITS FROM ITS REAL ESTATE INVESTMENTS IN 2016 TO 2018."**

In addition, Calista subsidiary STG, Inc. leases its office space and adjacent industrial property on Gambell Street from CRE. Other CRE real estate investments include a medical plaza and retail space in two adjacent residential towers in Portland, Oregon, offices in Vancouver and Bellevue, Washington, and an industrial shop and yard in Nome.

Overall, real estate investments represented nine percent of Calista's 2018 profits, generating nearly \$7.3 million in revenue and nearly \$3.5 million in income. All of Calista's real estate businesses are subsidiaries of Ena Holding, LLC. More details on Calista real estate subsidiaries and investment properties are available at [EnaHoldingLLC.com](http://EnaHoldingLLC.com).

# LEADERS FROM THE REGION

## REGINA THERCHIK, CALISTA INTERN AT NASA

As Regina Therchik travels far from her home village of Toksook Bay for her education and career, she cherishes moments that remind her of Yup'ik values.

"They apply anywhere in life," she says. "I don't think our Elders were ever wrong in giving us advice and telling us what to expect from our future. They are very wise, especially when they've lived in a world much different than our own."

As a Shareholder, Regina is one of nearly 30 Calista Corporation interns gathering valuable work experience around the country this summer.

Regina and fellow intern Leigh Ripke of Chefnak have a unique, high-profile opportunity. They are working with Yulista Tactical at NASA's Johnson Space Center in Houston to support maintenance of NASA's fixed-wing fleet. Regina's assignments have included auditing training documents and material safety data sheets for industrial products, like lubricants and cleaners, used to maintain the aircraft.

"Our work has everything to do with maintaining the aircraft and making sure the employees are trained to do their work," Regina says. "Nothing in space can run without quality control."

Regina is preparing to graduate from the College of St. Benedict next spring with a bachelor's degree in history. She is fluent in Yup'ik and studied Mandarin starting in boarding school at Mt. Edgecumbe High School. She also learned to speak some Hmong while studying in China.

"Learning languages is one of my favorite things—being fluent in Yup'ik has really helped me learn other languages," she says.

While her studies have taken her to faraway places, Regina's career aspiration is to study law, government, or a related field to help make positive changes in the YK Delta while working to preserve language and cultural values that she believes are at risk.

"Western life and culture are bogging down Native communities everywhere. I want to make sure none of our good things go away," she says.

Before applying for graduate school, Regina is considering employment with a Yulista subsidiary in the Lower 48. Recruiters encourage Calista interns to apply for full-time jobs with Yulista after graduation, and the prospects for job openings appear very bright, Regina says.

"The fact that Calista wants to hire its interns and Shareholders is very reassuring for us. It's nice having that support," Regina says.

Regina believes the needs of young Shareholders and Descendants are greater than pursuing a college degree: she'd like to see culture camps that expand to include traditional winter activities, and training opportunities for students to learn about how government works and Native sovereignty.

In terms of Calista's support to Shareholders, "The most beneficial is to emphasize our culture and language. When a group of people loses their language, they lose the cultural and traditional lifestyle," Regina says.

She encourages fellow students to keep Yup'ik values in mind as they pursue their education and future careers. "No matter what you succeed in, it should be to help our people."



Regina Therchik, a Calista Corp. intern at NASA, stands near one of three WB-57 aircraft maintained by Yulista Tactical at Johnson Space Center in Houston, TX.

## A FEW OF REGINA'S FAVORITE YUP'IK PROVERBS:

### CAKVIURPEGNAK UNANGENGAITUTEN

"Without the struggle of hard work, you will not gain anything."

### CUQTAAQ

"Measure" where your priorities lie.

### PUGTATEKLUTA

"We are equal; no one is greater or lesser than you."

## PRESIDENT'S MESSAGE: VALUE OF VOTING

CONTINUED FROM PAGE 2

In addition, Shareholder Benefits saw scholarships at \$287,000 and Shareholder distributions with a grand total of over \$9.5 million in 2018.

Advocacy is another important way that Calista benefits its Shareholders. We partnered with sister YK organizations to advocate for funding to build a permanent dock in Emmonak for nearly 10 years. Late in 2018, Alaska's Congressional delegation announced a **\$23.1 million U.S. Department of Transportation grant** for the project.

We will continue to do our part in partnership with our sister YK organizations to ensure we receive funding for projects and social services.



2019 Calista Corp. Annual Meeting location

# CALISTA EDUCATION 20TH ANNUAL GOLF CLASSIC



**Calista Education and Culture** hosted the 20th Annual Golf Tournament on Wednesday, June 19. The tournament raises scholarship funds to benefit students with ties to the Yukon-Kuskokwim Delta. This year, 36 teams of 144 players took part in raising nearly \$200,000 for students in the YK Delta!

Your support makes it possible for students from the YK Delta to continue on their path to success and a meaningful career!

**Find more information at [CalistaEducation.org](http://CalistaEducation.org).**



**“IF I DIDN’T HAVE THE CALISTA SCHOLARSHIP, I’D PROBABLY HAVE TO TAKE OUT LOANS. I JUST REALLY LOVE HELPING PEOPLE, AND I CAN’T WAIT TO DO THAT.”**

— LISA JENKINS, SCHOLARSHIP RECIPIENT & UAA NURSING STUDENT



# A GOOD PLAN IS ONE STEP TOWARD SUCCESS

## DONLIN WORKS TO FINALIZE PLANS FOR DAM SAFETY

*This article will provide an introduction to mine tailings and how they are managed. Future articles will focus on how the Donlin Gold project is being designed to prevent problems that have occurred at mines developed without our strict laws and processes.*

The next few years are a pivotal time for the Donlin Gold project to finalize a key aspect of developing a responsible mine in our Region: the storage and handling of tailings.

Donlin Gold offers major economic opportunities for Calista Corporation and our Shareholders in the YK Delta that won't come to fruition without a comprehensive plan to manage tailings—the material left over after the gold is extracted.

Large hard rock mines typically produce fine-grained tailings that must be put in a stable, permanent location. Accomplishing this requires

extensive testing and engineering, a thoroughly reviewed plan, careful construction, and active and ongoing oversight.

It is important to Calista that Shareholders, Descendants, and other YK Delta residents have the facts about best practices for the storage and management of mine tailings. Our priority is to protect Shareholders and employees while creating social and economic opportunities.

### WHAT SHOULD DONLIN DO WITH ITS TAILINGS?

The best method to store tailings varies from mine to mine. It's a matter of designing a method that will work best for a specific location.

"Donlin's tailings management plan, which is being designed with Calista and The Kuskokwim Corporation's active input and support, is

### "ALASKA'S DAM SAFETY PROGRAM HAS A TRACK RECORD FOR STRICT DILIGENCE IN REGULATING DAMS UNDER ITS JURISDICTION."

—TISHA KUHNS,  
CALISTA CORP INTERIM VICE  
PRESIDENT OF LANDS &  
NATURAL RESOURCES

aligned with the best, up-to-date practices known in the mining industry," says Tisha Kuhns, Calista Interim Vice President of Lands and Natural Resources, and a geologist by training.

A lot of important factors are considered before establishing a tailings management plan that best protects the local environment. These factors include the chemistry of the orebody, the local topography, the bedrock, groundwater, and the water content of the tailings.

If the tailings are coarse-grained, best practice may be to remove as much water as

possible and "stack" the tailings in large piles, as is done at the Greens Creek Mine in Juneau. However, Donlin's tailings will be fine-grained, like silt. Due to the large volume of ore that will be processed—59,000 tons per day—it will be virtually impossible to fully extract the amount of water necessary to use the dry stack method, says Dan Graham, Permit and Environmental Manager for Donlin Gold.

The topography at the Donlin deposit is favorable to building a single dam that permanently entraps the tailings in a valley, according to Graham. The tailings would be drained during storage and covered with rock, soil and vegetation at closure.

The dam would be continually inspected and regulated by the State of Alaska and actively monitored by staff from Donlin, Calista and The Kuskokwim Corporation (TKC). We hope Shareholders will be part of the monitoring teams.

Over time, the tailings are expected to consolidate and solidify to the point where the dam would cease to exist, and the tailings and dam together would just become part of the landscape. If not, the dam would be regulated by the State of Alaska and monitored by Donlin, Calista and TKC in perpetuity.

### A LENGTHY TIMELINE

Donlin Gold received its first set of significant project approvals last summer after a detailed six-year federal environmental review process. The approvals were based on a development alternative for Donlin selected as the "least environmentally damaging and practicable" by the federal government.

The alternative selected by the federal government included storing tailings behind a rock-filled dam, but it did not give final approval for the design or construction of the tailings dam or related facilities. The Alaska Department of Natural Resources (DNR) runs a comprehensive four-step process that regulates the design and operation of dams. This process starts with an initial application, then a preliminary design, a detailed design, and finally, a package of construction-ready drawings and manuals.

Donlin Gold is in the second step of this process and is working closely with Calista and TKC over the next year to finalize its preliminary design. It will be at least two years before the project receives a decision from the State on certificates approving dam design and construction.

### UNIQUE REGULATORY PROCESS

Getting approval to operate a large dam is a rigorous engineering process, with independent, third-party experts assigned to review and weigh in on the many technical documents that are involved.

Two other tailings dams—at the Red Dog and Fort Knox mines—are regulated by DNR's Dam Safety Program, which also regulates significant water dams.

"Alaska's Dam Safety Program has a track record for strict diligence in regulating dams under its jurisdiction," Kuhns says.

### PUBLIC ENGAGEMENT

In the coming year, Shareholders and other community members will have a new way to engage with the Donlin Gold project.

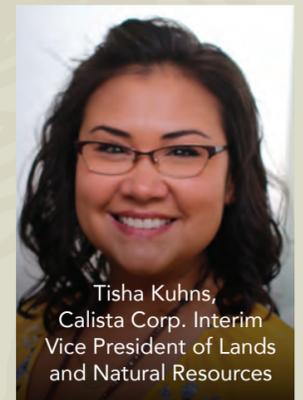
Donlin, Calista and TKC will begin the process of establishing advisory committees that will focus on environmental and other issues. Serving on these committees will be an opportunity for leaders in the Region to exchange information and share concerns and ideas with representatives from Donlin, Calista and TKC.

The scope of work for these committees is still under development, but it is very important to Calista that they will address protection of our environment and our subsistence way of life.

Calista is committed to sharing the latest facts and details with Shareholders. Having information about topics like tailings is important for those who want to learn about the proposed mine and provide their traditional knowledge to ensure the protection of our land and resources. Qu yana from Calista Headquarters.



Dan Graham,  
Donlin Gold Permit and  
Environmental Manager



Tisha Kuhns,  
Calista Corp. Interim  
Vice President of Lands  
and Natural Resources

**"IN THE COMING YEAR, DONLIN, CALISTA AND TKC WILL BEGIN THE PROCESS OF ESTABLISHING ADVISORY COMMITTEES THAT WILL FOCUS ON ENVIRONMENTAL AND OTHER ISSUES."**



# 2019 SHAREHOLDER AWARD RECIPIENTS

**“SHAREHOLDERS WE ARE HONORING WITH THESE AWARDS HAVE INSPIRED ALL OF US TO LIVE OUR VALUES AND SUPPORT EACH OTHER. WE ARE GRATEFUL FOR THEIR SERVICE AND LEADERSHIP.”**

— ANDREW GUY, CALISTA PRESIDENT AND CEO

## CALISTA YOUTH/EDUCATOR OF THE YEAR NATHAN SIDELL (BETHEL)

Nathan is a May 2019 college graduate and former Calista intern/scholarship recipient who will commission shortly as a Field Artillery officer in the U.S. Army. While pursuing his bachelor's degree in International Studies at American University, Nathan participated in the Reserve Officers' Training Corps (ROTC) program and developed multiple language and leadership skills by traveling abroad and doing volunteer work in the Middle East and France. After serving, Nathan said he plans to return to Alaska and learn the Yup'ik language.



## AXEL C. JOHNSON DISTINGUISHED SHAREHOLDER SEN. LYMAN HOFFMAN (BETHEL)

Alaska State Senator Lyman Hoffman is the longest-serving member in the history of the Alaska Legislature, with 32 years in the House and Senate combined. In addition to championing funding for rural education, Hoffman has been a strong defender of the Power Cost Equalization (PCE) Fund, which is critical to the viability of electrical utilities throughout rural Alaska.



## RAYMOND C. CHRISTIANSEN BUSINESS OF THE YEAR KAISER RACING KENNEL (BETHEL)

Pete Kaiser founded Kaiser Racing Kennel in 2003 as part of a busy, seasonal schedule of running dogs in the winter and working on a tugboat in the summer. This year, Pete became the first Yup'ik musher in history to win the Iditarod Trail Sled Dog Race, and the kennel has become a supporter of important community causes, including suicide awareness across the YK Delta. Pete hopes some of his success can help motivate youth to chase their own dreams.

“I’m inspired by the relationship and bond I have with my dogs, the competition and challenging aspect of training and racing, and representing my family, sponsors, and Region at the highest professional level.”



## CALISTA CULTURE BEARER JULIA SIPARY (NAPASKIAK)

Julia has been an educator in her home village of Napaskiak for more than 20 years. She is passionate about Yup'ik language preservation, singing, and dancing. She teaches in Yup'ik at the dual-language K-12 school in Napaskiak, and for the last decade, she and her husband Teddy have led dance activities for local youth.

“There’s so much I like about Yup’ik dancing. It gives the kids something to do. I get to teach them our words, what the songs mean. It helps the kids appreciate our culture.”



## CALISTA ELDER OF THE YEAR EVAN POLTY, SR. (PILOT STATION)

Evan is an elder who truly loves and cares for Yukon River communities. As a subdeacon in his Orthodox church, Evan helps comfort, counsel, and encourage families suffering from the loss of a family member. This includes spending time with them, praying with them, assisting the priest with Yup'ik/English translation, and helping with church burials. He sometimes travels with the priest to other villages to help grieving families. When Evan talks to young people, he encourages them to further their education and training, and respect their parents.

“Someday our parents won’t be around to guide us anymore. I tell (the youth) to honor their father and mother.”



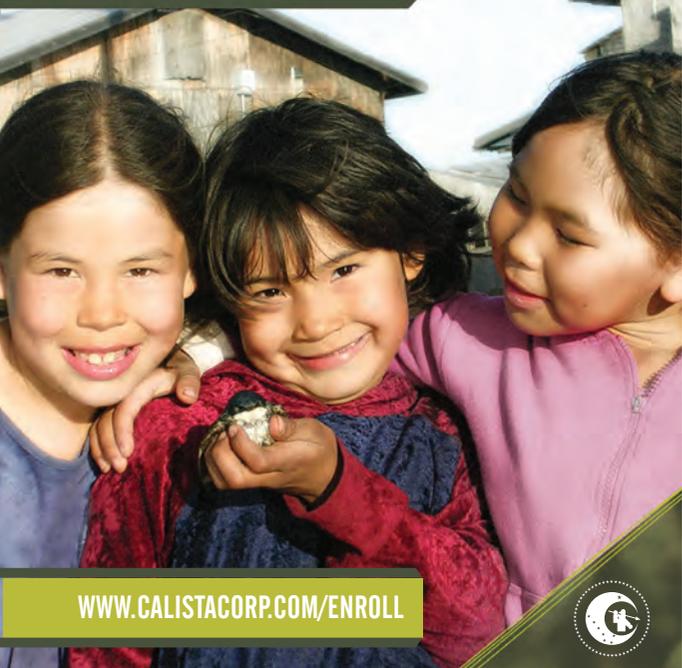
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**BECOME A SHAREHOLDER**



[WWW.CALISTACORP.COM/ENROLL](http://WWW.CALISTACORP.COM/ENROLL)



## 2019 PROXY PRIZE WINNERS

### ONLINE EARLY BIRD WINNERS

ALL VALID ONLINE PROXIES RECEIVED BY JUNE 7, 5PM

Robert J. Hawk Tuluksak	Michael Evan, Jr Lower Kalskag	Brenda K. Cox Anchorage	Nicholas R. Charles, Jr Wasilla
Charlie G. Kairaiuak II Anchorage	Rose A. Savok Anchorage	Francine Teve Anchorage	

### REGULAR EARLY BIRD WINNERS

ALL VALID PROXIES RECEIVED BY JUNE 17, 5PM

Henry A. Kohl, Jr Bethel	Daisy J. Overlander Fairbanks	Steven E. Jacob Napaskiak	Vernon M. Nelson, Sr Kipnuk
David A.W. Ivan Akiak	Cameron M.K. Andrew New Stuyahok	Emma (parent Agnes L. Friendly) Tuntutuliak	

### REGULAR PROXY PRIZE WINNERS

ALL VALID PROXIES RECEIVED BY JULY 1, 5PM

Sarah A. Levi Lower Kalskag	Minnie Evon Bethel	Sophie K. Link Bethel	Tracy D. Pleasant Quinhagak
Lucy M. David Kongiganak	Mildred S. Lindley Bethel	Trajan C. Paul Kipnuk	

### ONLINE PROXY PRIZE WINNERS

ALL VALID ONLINE PROXIES RECEIVED BY JULY 1, 5PM

Anna Andrew Anchorage	Eddie A. Teeluk Quinhagak	Elizabeth A. Ruppert Cranston, RI
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## PERSONAL DATA FORM - JULY/AUG 2019

Shareholder Name \_\_\_\_\_

New Mailing Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone \_\_\_\_\_ Last 4 SSN \_\_\_\_\_

Birth Year \_\_\_\_\_

Would you like Calista to send you new Will forms?  Yes  No

Calista Shares \_\_\_\_\_

Village Corporation Shares \_\_\_\_\_

Please change my address as I have indicated above. I understand that you cannot make address changes without my permission and signature, which I hereby give of my own free will and without constraint. I further authorize Calista and its subsidiaries to share this information internally and in accordance with law.

Shareholder Signature \_\_\_\_\_  
(Two witnesses are required if Shareholder signs with an "X.")

Date \_\_\_\_\_

Signature of Witness 1 \_\_\_\_\_

Signature of Witness 2 \_\_\_\_\_

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