

RESOLUTION 2018-04

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION INSTRUCTING AGDC TO ACQUIRE OWNERSHIP OF A LIMITED LIABILITY COMPANY AND PERFORM ALL ACTIONS NECESSARY TO PERMIT THE LIMITED LIABILITY COMPANY TO CONDUCT BUSINESS AND ADVANCE AN ALASKA LIQUIFIED NATURAL GAS PROJECT

WHEREAS, under AS 31.25.080, the Alaska Legislature tasked Alaska Gasline Development Corporation (“AGDC”) with establishing the operating structure for a natural gas pipeline project; and

WHEREAS, under AS 31.25.080, AGDC may acquire an ownership or participation interest in an Alaska liquefied natural gas project or an entity that has an ownership interest in or is engaged in the planning, financing, acquisition, maintenance, construction, and operation of an Alaska liquefied natural gas project; and

WHEREAS, AGDC’s liquefied natural gas project has advanced to the point where potential customers, investment bankers, and investors require an understanding of the operating structure; and

WHEREAS, to effect that purpose, AGDC seeks to acquire an ownership interest in a Delaware limited liability company with the name of 8-Star Alaska, LLC, or a name that is available and substantially similar thereto (“8-Star”), whose legal purpose will include the planning financing, acquisition, maintenance, construction and operation of an Alaska liquefied natural gas project and the advancement of any other lawful purpose; and

WHEREAS, AGDC seeks to take all actions necessary to allow 8-Star to conduct business and advance an Alaska liquefied natural gas project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION THAT:

1. AGDC be and hereby is instructed to acquire from the owner thereof all of the issued and outstanding membership interest in 8-Star for a purchase price not to exceed \$10,000.00, and to enter into a customary purchase agreement with respect thereto.
2. The President is authorized, in the name of and on behalf of AGDC, to initially oversee 8-Star’s operations and vote AGDC’s membership interests in 8-Star in order to act on all other matters that may come before 8-Star members, including 8-Star’s acquisition or creation of Alaska LNG, LLC or any other subsidiaries and entities.
3. The President is hereby instructed to vote AGDC’s membership interests in 8-Star in order to select the members of the AGDC board of directors as the initial board members of 8-Star.
4. At a time the President deems appropriate, the President is authorized and directed to request that 8-Star appoint officers, engage employees and contractors, establish one or more bank accounts, secure any required insurance coverages, and do all other things that may be


necessary or convenient for 8-Star to conduct business, receive investment, and advance an Alaska liquefied natural gas project.

5. The President is also authorized and directed to take all other actions and to execute and deliver any and all other papers, documents and instruments as are necessary to effect this Resolution.

6. This Resolution shall take effect immediately.

PASSED AND ADOPTED THIS 8th DAY OF NOVEMBER, 2018.

**BOARD OF DIRECTORS OF THE ALASKA
GASLINE DEVELOPMENT CORPORATION**

By: 
Chair
Dave Cruz

RESOLUTION 2018-05

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION AUTHORIZING AGDC TO LICENSE, SHARE OR TRANSFER AGDC ASSETS TO 8-STAR ALASKA, LLC

WHEREAS, the Alaska Gasline Development Corporation (“AGDC”) Board of Directors adopted Resolution 2018-04, which instructed AGDC to wholly acquire 8-Star Alaska, LLC (“8-Star”);

WHEREAS, AGDC seeks to acquire an ownership interest in 8-Star and take all actions necessary to allow 8-Star to conduct business and facilitate 8-Star’s purpose of advancing an Alaska liquefied natural gas project; and


WHEREAS, under AS 31.25.040, AGDC may transfer or otherwise dispose of corporate assets.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION THAT:

1. At the discretion of the President or his authorized designee, AGDC staff may license, share, transfer, or otherwise convey corporate assets to 8-Star which AGDC deems appropriate or necessary to advance an Alaska liquefied natural gas project and facilitate 8-Star’s business operations.
2. The corporate assets that AGDC may license, share, transfer, or otherwise convey to 8-Star may include but are not limited to Alaska LNG Project or ASAP content and agreements, permits and authorizations, rights-of way, and geographical information system datasets.
3. The President and AGDC staff are authorized and directed to take all other actions and to execute and deliver any and all other papers, documents and instruments as are necessary to effect this Resolution.
4. This Resolution shall take effect immediately.

PASSED AND ADOPTED THIS 8th DAY OF NOVEMBER, 2018.

BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION

By: 
Chair
Dave Cruz