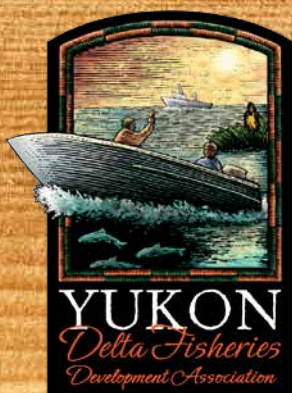


YUKON DELTA FISHERIES DEVELOPMENT ASSOCIATION



2012 ANNUAL REPORT

LIVING TO FISH. FISHING TO LIVE.



YUKON DELTA FISHERIES DEVELOPMENT ASSOCIATION

Community development through fisheries development,
representing the Alaskan communities of:

- Alakanuk
- Kotlik
- Emmonak
- Mountain Village
- Grayling
- Nunam Iqua

OUR MISSION

To create a self-sustaining, independent fishing company which will create income and employment opportunities for Yukon Delta residents.

2012 ANNUAL REPORT

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2012 Highlights

Yukon Delta Fisheries Development Association (YDFDA) is celebrating 20 years of service to our residents. Over the years our CDQ quota has translated into investment opportunities both inside and outside the region, allowing us to provide tangible benefits to our member residents.

Kwikpak Fisheries buys salmon from Yukon Delta residents providing economic opportunities for both fishermen and plant workers. Yukon Marine Manufacturing (YMM) employs local welders to build and repair boats for Yukon Delta residents. Yukon River Towing (YRT) began operating in 2010 hauling gravel and rock throughout the Yukon Delta region. It has since expanded to building construction and employs local residents in and near their home villages. And our Youth Employment Program (YEP) provides summer employment opportunities to students between the ages of 14 and 17.

Kwikpak Fisheries, a subsidiary of YDFDA, was the only buyer on the river for the 2012 salmon season. Kwikpak Fisheries purchased 3,580,969 pounds of salmon infusing \$2,899,440 directly into the pockets of 486 fishermen.

Kwikpak Fisheries employed 524 residents with wages of \$2,161,779. This included employment of 170 students ranging in age from 14–17 in the Youth Program with wages of \$288,036.

YDFDA was awarded a grant from the Department of Labor in



the amount of \$150,000 for both FY12 and FY13 through the Work Force Investment Program for our Youth Employment Project. For the FY12 grant, all of the \$150,000 was expended and YDFDA matched \$157,866. For the FY13 grant, \$115,192 had been expended and YDFDA matched \$89,086 through December 31, 2012.

Residents working on fishing vessels totaled 40 with wages of \$633,963.

YDFDA provided funding to the Alaska Department of Fish and Game (ADF&G) to assist with various projects in 2012. This included funding for an offshore test fishery for summer chum off of Dall Point in the vicinity of Hooper Bay. It is hoped that this project will provide an early indication



of salmon prior to entering the Yukon River. YDFDA also provided funding and support for a summer test fishery at Mountain Village to further verify that the composition of salmon stocks at the Pilot Station sonar was correct. Another project was to hire local technicians to assist ADF&G at Emmonak, Middle Mouth and Big Eddy with projects which included the summer chum and Chinook test nets and sampling followed by the fall chum and coho test fishing and sampling. YDFDA also conducted tests using a Fish Wheel, Beach Seines and Dip Nets. Funding was provided to collect fall whitefish and lamprey samples. These projects provide hands on experience to young people interested in continuing in this profession. Several residents participated in the internship program with ADF&G.

YDFDA funded several local fishermen and processors to attend the Boston Seafood Show. It was a great opportunity for them to see how the fish they catch and process are sold.

YDFDA assisted 34 residents with employment assistance funding totaling \$57,647.

For the eighth year, Kwikpak Fisheries purchased cisco and other whitefish from local fishermen. 12,942 pounds were purchased with a value to local fishermen of \$12,942. Kwikpak Fisheries has a greater market for this product than it can supply product for.

In 2012, Yukon Marine Manufacturing completed fabrication on 26 new skiffs. In addition, numerous repairs and modifications were done for residents on existing skiffs. Eight local residents were employed at Yukon Marine Manufacturing. Twenty-nine skiffs were sold in 2012.

The YDFDA Scholarship program awarded 84 scholarships to students attending both universities and vocational institutions. Scholarships awarded amounted to \$280,012.

1,309 YDFDA residents took advantage of employment opportunities made available

through YDFDA and subsidiaries. This resulted in wages of \$8,979,474 going back to the communities.

In 2012 YDFDA sponsored numerous fishermen, both subsistence and commercial, to attend and testify at the Federal Subsistence Board, State Board of Fish and Yukon River Panel meetings. Fishermen provided input on matters of concern to the lower river.

Since 2000 YDFDA has partnered with the Alaska Business Development Center, Inc. sponsoring the Volunteer Tax and Loan Program (VTLP) that assists taxpayers in YDFDA communities with the completion of their tax returns and provides them with taxpayer education. In 2012, 1,031 people were assisted and \$722,020 in tax refunds was returned to our local taxpayers.

YDFDA assisted 12 residents with the purchase of salmon permits.

YDFDA, in conjunction with the State of Alaska Division of Investments, has a loan guarantee program which allows folks the opportunity to apply for a loan from the State of Alaska for fisheries related gear.

We are excited about the future and look forward to 2013 as the Board of Directors and administration explore more opportunities to provide community and economic development benefits to our residents and the entire Lower Yukon region.



YDFDA's In-Region Companies

KWIKPAK FISHERIES, LLC



SALMON

In 2012 Kwikpak Fisheries operated for the tenth consecutive year on the Lower Yukon. Kwikpak operated its primary process-

ing facility at Emmonak, an icing station at Kotlik, a buying barge at Mountain Village, and utilized Boreal Fisheries at St. Mary's. Kwikpak bought a total of 3,580,969 pounds of salmon from 486 fishermen in 2012 and generated an ex-vessel value of \$2,899,440.

In 2004, Kwikpak launched an aggressive marketing campaign to promote wild Yukon River salmon. The intent of this campaign was to increase the value of our fishery to the benefit of our resident fishermen and their families. This work was continued into 2012 with Kwikpak selling Yukon salmon for premium prices worldwide. Economic gains to the fishermen as well are clearly evident. We have advanced our product lines deeper into the value added market such as vacuum packed boneless fillets and have launched a line of smoked Yukon salmon that is doing rather well after just a few years in a very competitive field. Kwikpak is also developing markets for fisheries classified as experimental by ADF&G. During the fall of 2012, we once again purchased the full allowable harvest of cisco and we are aggressively petitioning the State of Alaska Department of Fish and

Game for an increase in quota for the 2013 season. Likewise in 2012, we participated in the lamprey fishery at Grayling. Unfortunately due to ice conditions, the fishery was not as successful as it has been in past years.

In addition to providing a fair market value for the region's fishermen, Kwikpak Fisheries is the largest private employer in the region. The company hired a total of 524 regional workers during 2012. The earnings for those workers totaled \$2,161,779. Residents received training in all aspects of the fishery. This included operating equipment, maintaining ice machines and heavy commercial refrigeration, regulatory reporting, accounting, and all other aspects of successfully operating a business in western Alaska. A key component of our employment and workforce development is the Youth Employment Program.

YOUTH EMPLOYMENT PROJECT (YEP)

The Youth Employment Project continued in 2012. We are very proud of this program which employs youth between the ages of 14 and 17. In 2012 Kwikpak Fisheries employed 170 students. The youth were either from the communities where we operate stations or they traveled to work in these villages and stayed with relatives. Total wages earned by 170 youth employees equaled \$288,036 averaging \$1,694 per

KING SALMON PURCHASED BY KWIKPAK FISHERIES

	Y-1	Y-2	TOTAL
2002	3,670	221	3,891
2003	15,134	9,708	24,842
2004	14,979	9,646	24,625
2005	8,625	4,327	12,952
2006	13,286	6,795	20,081
2007	11,372	5,049	16,421
2008	2,224	958	3,182
2009	81	131	212
2010	5,699	4,143	9,842
2011	0	0	0
2012	0	0	0

student. Employees held positions including office assistant, receptionist, cashier, retail sales, public relations, sales marketing, custodian, roe production, packing fish, grading fish, making boxes and bunkhouse assistant.

YUKON WHITEFISH (CISCO)

For the eighth year, Kwikpak Fisheries continued with an experimental cisco fishery in cooperation with ADF&G. 15 fishermen participated in harvesting 12,942 pounds of cisco. Fishermen were paid a dollar a pound for their efforts. This fishery shows great promise in the marketplace and we are once again requesting an increase in the harvest. At the same time, Kwikpak is working

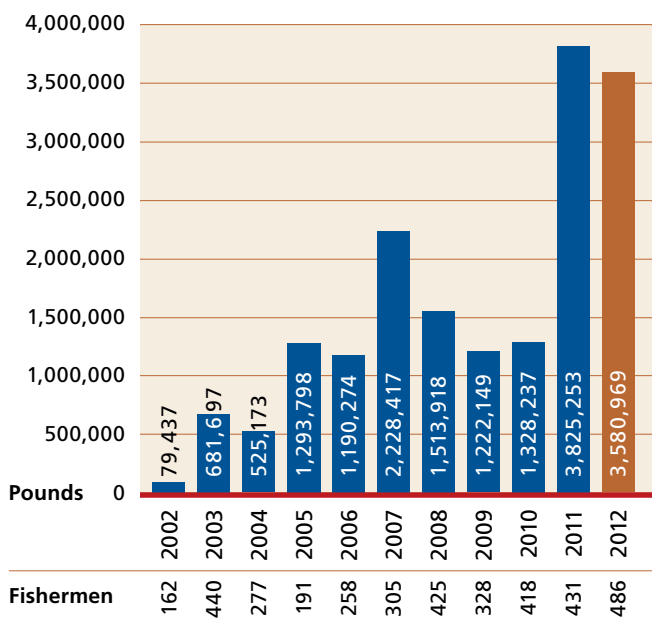
with both ADF&G and U.S. Fish & Wildlife gathering data in order to gain access to this resource. We are committed to developing this fishery and have complete confidence that we will eventually have a sustainable, viable cisco fishery on the Lower Yukon.

FUR BUYING

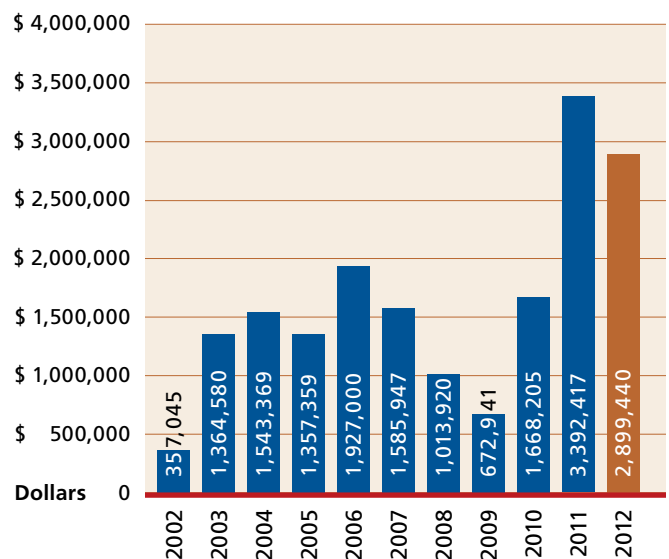
Headquartered at Mountain Village, our fur buying business increased substantially during the 2012 season. Almost 3,200 furs were purchased from 118 trappers. Trappers were paid \$312,564 during the 2012

season. The fur business has grown substantially every year, clearly demonstrating the success of this venture. The increased interest in trapping activities in our villages demonstrates that residents welcome this winter financial opportunity.

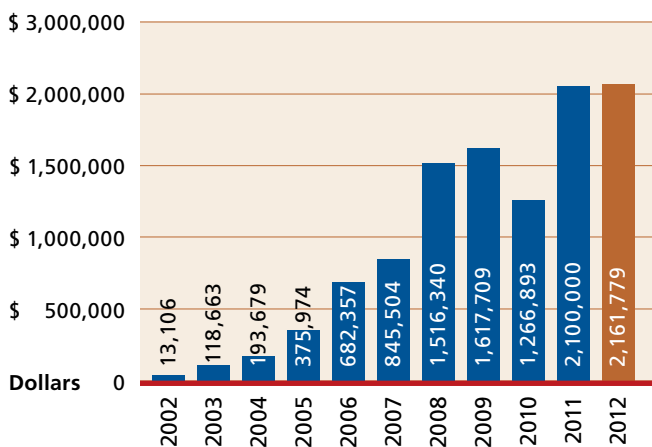
KWIKPAK SALMON PURCHASES / *POUNDS*



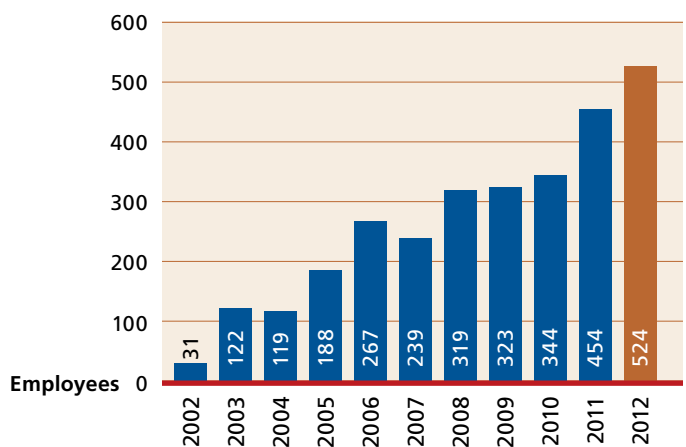
KWIKPAK SALMON PURCHASES / *DOLLARS*



LOCAL KWIKPAK EMPLOYMENT / *WAGES*



LOCAL KWIKPAK EMPLOYMENT / *EMPLOYEES*



YUKON RIVER TOWING, LLC



YUKON RIVER TOWING (YRT)

Yukon River Towing is a fully owned subsidiary of YDFDA established in 2010 and headquartered in Emmonak. YRT was created to participate in regional construction projects, gravel hauling, and company owned construction.



During the 2012 season YRT bid on a number of large projects. While we were not successful in being awarded any of the projects,

we gained invaluable experience. We unloaded and provided tug assist to the barges hauling gravel for the school project during the summer and piloting work bringing vessels and barges into the river and often as far up as Marshall.

YRT employees built the new women's bunkhouse in Emmonak which sleeps 30 people. We used siding from logs delivered by local residents and milled at our own sawmill. We also built one four-bedroom residential unit in Emmonak and a large pole barn at the boat yard. The pole barn will allow YRT to pull boats out of the water and have a covered area to work on them.

With numerous requests for homes, YRT is working to develop log and stick framed home kits for Lower Yukon residents.

YRT operates seven LCM style tendering vessels to support Kwikpak Fisheries. It also owns several pieces of heavy



equipment and a small lightering/gravel barge used for hauling up to 500 tons of materials. Additional revenue is generated via equipment rental, and tendering fees.

In 2012 YRT generated nearly \$2,000,000 in revenue. Employment at YRT contributed over \$369,000 in wages to local workers. YRT is training vessel crews in order to obtain U.S. Coast Guard licensing for its LCM captains and able bodied seamen certification for deckhands and tow boat operators.



YUKON MARINE MANUFACTURING, LLC



YUKON MARINE MANUFACTURING SKIFF BUILDING FACILITY (YMM)

YMM is well known in the region for the high quality of their skiffs. In 2012 they were able to complete construction on 26 new skiffs in addition to numerous repairs to existing skiffs. Twenty-nine skiffs were sold in 2012.

Eight Yukon Delta residents were employed at the YMM skiff building facility in 2012. A total of 219 skiffs have been built since the beginning of this program in 1999.



RURAL DEVELOPMENT

VOLUNTEER TAX & LOAN PROGRAM

Since 2000 YDFDA has partnered with the Alaska Business Development Center, Inc. sponsoring the Volunteer Tax and Loan Program (VTLP). The program assists taxpayers in YDFDA communities at no charge with the completion of their tax returns and provides them with taxpayer education. In 2012, a total of 1,031 residents were assisted in the communities of

Alakanuk, Emmonak, Kotlik, Mountain Village, and Nunam Iqua, and \$722,020 in tax refunds was returned to our local taxpayers. Grayling is served by Tanana Chiefs Conference and its partnership with ABDC, Inc.

YDFDA SMALL BUSINESS LOAN PROGRAM

In 2010 the Board of Directors approved the YDFDA Small

Business Loan Program, whose purpose is to diversify the local economy and create jobs by providing start-up funds for a business. Individual loans can be made up to \$25,000, with zero interest for the first year, and 3% interest per annum



thereafter, with a maximum length of seven years to repay. An application as well as a business plan is required.

ON-SITE QUICKBOOKS™ TRAINING

Since its inception in 2008, the QuickBooks on-site training continues to be made available to YDFDA community entities at the village level. In 2012, training continued in various villages. QuickBooks is an accounting program utilized by many village entities. HDH Consulting, LLC provides the training in partnership with YDFDA.



YDFDA's Offshore Investments

AKULURAK FISHERIES, LLC

YDFDA owns 85% of the C/P *Courageous* a 180-foot crab/longline catcher processor. The C/P *Courageous* harvests and processes CDQ and non-CDQ opilio and red king crab; Pacific cod and sablefish. The C/P *Courageous* has year-round crew positions available for Yukon Delta residents.



ALAKANUK BEAUTY, LLC

YDFI owns 75% of the F/V *American Beauty* a 123-foot trawler. The F/V *American Beauty* harvests both mothership and CDQ pollock quota for the F/V *Golden Alaska* as well as Pacific whiting. The F/V *American Beauty* provides apprenticeship opportunities for Yukon Delta residents.



EMMONAK LEADER, LLC

YDFI owns 75% of the F/V *Ocean Leader* a 120-foot trawler. The F/V *Ocean Leader* harvests both mothership and CDQ pollock quota for the F/V *Golden Alaska* as well as Pacific whiting. The F/V *Ocean Leader* provides apprenticeship opportunities for Yukon Delta residents.





KISKA SEA NORTHERN, LLC

YDFI owns 45% of the F/V *Kiska Sea* a 125-foot crab catcher vessel. The F/V *Kiska Sea* harvests king, tanner and opilio crab. The F/V *Kiska Sea* has year-round crew positions available for Yukon Delta residents.



ROMANZOF FISHERIES, LLC

YDFDA owns 41% of the C/P *Baranof* a 182-foot crab/cod catcher processor. The C/P *Baranof* harvests and processes CDQ and non-CDQ opilio and red king crab, Pacific cod and sablefish. The C/P *Baranof* has year-round crew positions available for Yukon Delta residents.



GOLDEN ALASKA, LLC

YDFI owns 26.3% of the M/V *Golden Alaska*. The M/V *Golden Alaska* is a 305-foot pollock and Pacific whiting mother-ship that provides processing positions for Yukon Delta residents.

Board of Director Profiles



Max Agayar lives in Alakanuk. He began subsistence fishing when he was 10 years old with his father and brother. He worked for Bering Sea Fisheries as a tender man for 12 years. In 1996, he and his wife purchased a commercial Yukon Permit and he has been a commercial fisherman ever since. He has been associated with YDFDA since 1995 and on the Board since 1999. He also serves on YDFDA's Scholarship Committee.



Frank Alstrom, Jr. lives in Alakanuk. He has been fishing all his life. He is a subsistence and commercial fisherman on the Yukon. He has fished Norton Sound herring and crab, and Pacific cod out of Dutch Harbor. He has been associated with YDFDA since 1994 and on the Board since 2002. He also serves on the YDFI Board.



Simon Andrews lives in Mountain Village. He began subsistence and commercial fishing in his early teens. He fishes for all species of fish both winter and summer. He is pleased to represent Mountain Village on YDFDA's Board of Directors. He also serves on the YDFI Board. He has been involved with YDFDA since 2007.



Benjamin Kamkoff lives in Kotlik. He has been a commercial fisherman since he was 18 years old both set netting and drift netting. He was elected to YDFDA's Board in 2005 and re-elected in 2009. He has also served on the boards of the Kotlik City Council, Kotlik Traditional and Kotlik Yup'ik Corporation. He thinks it's great to have Kwikpak Fisheries working for the people of the Lower Yukon River. He also serves on YDFDA's Scholarship Committee.



Matilda Oktoyuk lives in Emmonak. She has had life-time involvement in fishing as a commercial herring fisherwoman in Norton Sound; subsistence fish user; employed by Point Adams Packing Company and Yukon Delta Fish Marketing Co-op. She observed, first hand, King Crab fishing on YDFDA vessels in Nome. She has been involved with YDFDA since its beginning in 1992. She attended the first meeting in the City of Emmonak complex. She also serves on YDFDA's Scholarship Committee.



David Maillelle lives in Grayling. He has been a subsistence fisherman for most of his life and a commercial fisherman since 1964 in both Bristol Bay and on the Yukon River. He enjoys sport fishing. He has been involved with YDFDA since 2008. He also serves on the YDFI Board.



Jacob Redfox lives in Emmonak. He has been a commercial fisherman since the late 1970s. He joined the YDFDA board in 2012, but has been involved in various projects since 1992. He is the father of seven and has lived in Emmonak all his life. He also serves on the YDFI Board.



Paul Manumik, Sr. lives in Nunam Iqua. He has been a commercial fisherman since 1961 and a subsistence fisherman and hunter all his life. He was involved in the inception of the CDQ Program in 1992. He also serves on the YDFI Board.



Margie Walker lives in Grayling. She recently retired from her job as a teacher's aide at the Grayling School. She is a subsistence and commercial fisher using both a fish wheel and nets. In the 1970s she worked in the cannery. She puts up subsistence fish for the winter months for her family. She has been involved with YDFDA since 1999. She also serves on the Scholarship Committee.



Alexie Walters lives in Mountain Village. He has been a subsistence and commercial fisherman for over 40 years. He was also a tender boat captain. He was on YDFDA's in 2005 and re-elected in 2009. He also serves on several committees and boards in Mountain Village. He says he will use common sense in addressing the changing needs of his community and region. He also serves on the Scholarship Committee.



Edward Adams, Sr. lives in Nunam Iqua. He is a lifelong subsistence fisherman and a former permit holder. He serves on the City Council and Tribal Council. He has been involved with YDFDA since 1992 serving numerous terms on the board through the years. He rejoined the board in 2012. He also serves on the Scholarship Committee.



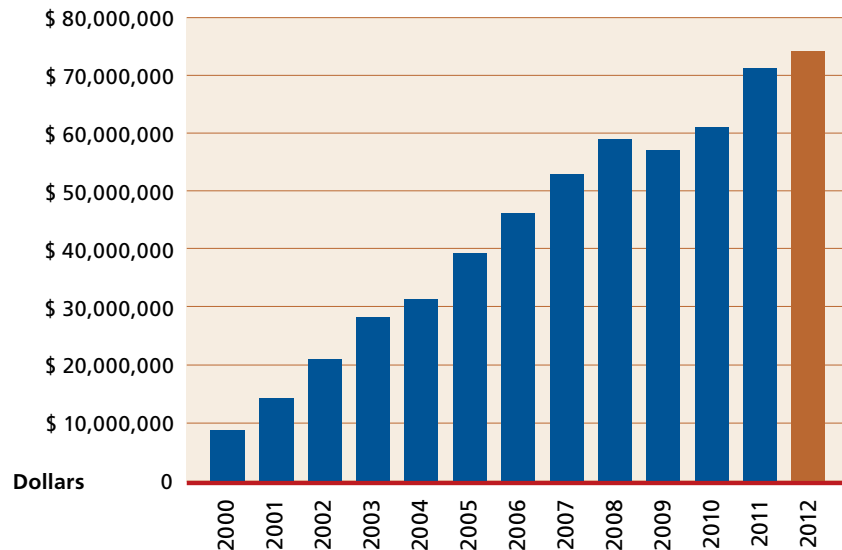
Pius Akaran lives in Kotlik. At the age of five he began fishing with his father from a row boat. He began commercial fishing in the early 1970s. He has been involved with YDFDA since 1992 serving numerous terms on the board through the years. He rejoined the board in 2012. He is impressed with the growth of the company since 1992 and especially with the impact of the programs on the region's youth. He also serves on the YDFI board.

Financial Overview 2012

YDFDA AND SUBSIDIARIES

GROWTH IN NET ASSETS

2012 was another successful year for Yukon Delta Fisheries Development Association. The company generated total operating revenues of \$42.0 million in 2012 compared to \$43.1 million in 2011. Net assets, a measure of the company's net worth, grew to \$74.1 million compared to \$71.6 million in 2011. As you can see from the chart to the left, YDFDA's net assets have grown from \$6.2 million in 1999 to \$74.1 million in 2012.



EMPLOYMENT STATISTICS 2012

	PEOPLE	WAGES
Offshore Fisheries		
Golden Alaska A Season	20	\$ 246,333
Golden Alaska B Season	8	\$ 101,806
Northern Hawk A Season	1	\$ 29,265
Northern Glacier B Season	2	\$ 6,668
American Beauty A Season	1	\$ 82,842
TOTAL OFFSHORE FISHERIES	32	\$ 466,914
Other Employment		
Internships/Youth Employment	170	\$ 288,036
Other Employment	459	\$ 3,963,155
Village Representatives	6	\$ 26,500
Regional Management	4	\$ 308,901
Fishermen	501	\$ 3,593,911
Fur Traders	118	\$ 312,564
Loggers	19	\$ 19,493
TOTAL EMPLOYMENT	1,277	\$ 8,512,560

TRAINING STATISTICS 2012

	PEOPLE	EXPENDITURE
Scholarships		
Alaska Vocational Tech. Center	2	\$ 3,179
Alaska Career College	9	\$ 30,298
UAA	6	\$ 16,250
UAF	9	\$ 31,700
UAS	1	\$ 5,000
University of Alaska Foundation	35	\$ 112,000
UAF-KUCC	4	\$ 15,850
Oregon State University	1	\$ 3,500
AK Christian College	8	\$ 28,000
Western Oregon University	2	\$ 10,500
NW Indian College	1	\$ 7,000
Charter College	1	\$ 4,800
Colorado Mesa University	1	\$ 3,500
Marine Mechanics	1	\$ 5,950
Northern Industrial Training	2	\$ 1,551
Alaska Teamster	1	\$ 934
Other Training		
Fisheries Related	34	\$ 57,647
Permit Training	14	\$ 210
TOTAL	132	\$ 337,869

Yukon Delta Fisheries Development Association and Subsidiaries
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

YEARS ENDED DECEMBER 31, 2012 AND 2011

Assets	2012	2011
Current assets:		
Cash and cash equivalents	\$ 24,577,093	\$ 26,616,639
Accounts receivable, net	4,388,585	3,738,961
Receivable from affiliates	2,023,203	1,355,799
Inventory	6,322,205	6,130,456
Prepaid expenses and other assets	414,718	376,555
Total current assets	<u>37,725,804</u>	<u>38,218,410</u>
Notes receivable, net	3,583,392	2,788,671
Investment in GASLLC	4,386,167	4,447,256
Investment in Romanzof Fishing Company, LLC	923,227	1,025,847
Investment in Kiska Sea	858,774	600,414
IFQ permits and fishing rights	28,238,416	24,238,416
Other assets	986,443	3,113,397
Property, plant and equipment, net	<u>2,545,237</u>	<u>2,645,880</u>
	<u>\$ 79,247,460</u>	<u>\$ 77,078,291</u>
 Liabilities and Net Assets		
Accounts payable	<u>\$ 2,881,740</u>	<u>\$ 3,145,064</u>
Unrestricted net assets:		
Yukon Delta Fisheries Development Association	74,076,760	71,595,917
Noncontrolling interests in subsidiaries	<u>2,288,960</u>	<u>2,337,310</u>
Total unrestricted net assets	<u>76,365,720</u>	<u>73,933,227</u>
	<u>\$ 79,247,460</u>	<u>\$ 77,078,291</u>

Excerpt from Audited Financial Statements

Yukon Delta Fisheries Development Association and Subsidiaries
CONSOLIDATED STATEMENTS OF ACTIVITIES
AND CHANGE IN UNRESTRICTED NET ASSETS

YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
Revenues:		
CDQ and IFQ royalties	\$ 15,605,393	\$ 18,230,689
Fish sales	14,062,647	14,587,249
Fish sales to affiliate	7,332,676	6,349,392
Other operating income	5,015,742	3,976,782
Total operating revenues	<u>\$ 42,016,458</u>	<u>\$ 43,144,112</u>
Cost of goods sold	34,328,522	29,057,998
Administrative and other expenses:		
Initiatives	980,539	1,205,158
Administration	1,912,239	2,076,275
Board	513,705	395,726
Impairment of long-lived assets	1,610,636	65,974
Total Operating expenses	<u>\$ 5,017,119</u>	<u>\$ 3,743,133</u>
Other income (expense):		
Interest and other income	512,410	845,743
Equity in (losses) earnings of GASLLC	231,001	197,004
Equity in earnings (losses) of <i>Romanzof</i>	(20,620)	287,140
Equity in earnings of <i>Kiska Sea</i>	258,360	176,975
Total other income (expense)	<u>\$ 981,151</u>	<u>\$ 1,506,862</u>
Income before taxes	3,651,968	11,849,843
Income taxes expense	<u>(509,975)</u>	<u>(642,823)</u>
Excess of revenues over expenses	3,141,993	11,207,020
Change in unrestricted net assets attributable to noncontrolling interests	<u>(661,150)</u>	<u>(541,930)</u>
Change in unrestricted net assets attributable to Yukon Delta Fisheries Development Association	<u>\$ 2,480,843</u>	<u>\$ 10,665,090</u>

Excerpt from Audited Financial Statements

Yukon Delta Fisheries Development Association and Subsidiaries

TRANSPARENCY REPORT

TRANSACTION REPORTING

YDFDA reports all contractual relationships over \$40,000 between itself and its directors and officers (and their family members). There were none in 2012.

JOBS AND DRUG TESTING

Pursuant to Article 6, Section 14 of YDFDA's bylaws, a Director may not simultaneously hold a position of employment with YDFDA or any of its subsidiaries while serving as a director. Additionally, our bylaws prohibit a Director from accepting any employment, compensation, gifts or services of any kind which are being provided in exchange for his or her action or inaction on any matter of YDFDA business. Violations of this provision constitute grounds for removal of a Director from the Board of Directors. There were no such activities in 2012.

In 2005, YDFDA adopted a drug testing policy whereby all of its employees, including those of its subsidiaries, are subject to pre-hire drug screening and random drug testing during their term of employment. In addition, all YDFDA Directors are subject to drug screening upon election.

DIRECTOR/EMPLOYEE RELATIONS WITH PROFESSIONAL SERVICE PROVIDERS

YDFDA reports if any officers, directors, or key employees are related by family or business to any of YDFDA's professional service providers. There were no such relationships in 2012.

PENDING LEGAL PROCEEDINGS WITH PAST DIRECTORS

YDFDA reports any pending litigation between itself and any past directors. There is no such pending litigation.

ADDITIONAL INFORMATION

There is additional information available to residents of YDFDA member communities regarding the activities of YDFDA by reviewing our Internal Revenue Service Form 990, which YDFDA files every year. A copy of this filing is available for review during regular business hours at our offices in Anchorage and is also available online at www.guidestar.org (free registration required).

Yukon Delta Fisheries Development Association and Subsidiaries

TRANSPARENCY REPORT

DIRECTOR COMPENSATION POLICY

YDFDA compensates its Directors \$400 per day for meetings and travel. If a Director attends more than one meeting per day, they are compensated an additional \$100 per meeting.

Compensation for the aggregate of 13 Directors for 2012 was \$188,580.

YDFDA PROFESSIONAL FEES — 2012

Legal Expenses	171,721
Accounting Fees	320,838
Consultants	228,576
Lobbying Expenses	64,950
Total	\$ 786,085

TOP FIVE EMPLOYEE COMPENSATION — 2012

Name	Title	Compensation
Eric Olson Anchorage, AK	Director of Offshore Fisheries	\$ 178,000
Ragnar Alstrom Alakanuk, AK	Executive Director	\$ 162,000
Jack Schultheis Anchorage, AK	Kwipak Fisheries Operations Manager	\$ 116,500
Gerry Davis Seattle, WA	General Council	\$ 98,000
Henry Curtis Bisbee, AZ	YRT Lead Equipment Operator	\$ 86,395

Notes: Compensation is the aggregate of compensation received from YDFDA and all subsidiaries.

List includes employees of YDFDA and subsidiaries, but excludes fishermen working on a crew share basis.

Leadership

BOARD OF DIRECTORS

TERM ENDING

Frank Alstrom, Jr. – Alakanuk <i>Vice Chairman</i>	2013
Max Agayar – Alakanuk	2015
Jacob Redfox – Emmonak	2015
Matilda Oktoyuk – Emmonak	2013
David Maillelle – Grayling	2013
Margie Walker – Grayling	2013
Pius Akaran – Kotlik	2013
Benjamin Kamkoff – Kotlik <i>Secretary/Treasurer</i>	2013
Simon Andrews – Mountain Village <i>Chairman</i>	2014
Alexie Walters – Mountain Village	2013
Paul Manumik, Sr. – Nunam Iqua	2013
Edward Adams, Sr. – Nunam Iqua	2014

VILLAGE REPRESENTATIVES

Frank Alstrom, Jr. – Alakanuk
 Antonia Kameroff – Emmonak
 Margie Walker – Grayling
 Philomena Keyes – Kotlik
 Bibiana Sage – Mountain Village
 City of Nunam Iqua – Nunam Iqua

STAFF

Ragnar O. Alstrom, **Executive Director**
 Wes Price, **Contract Controller***
**Included in Accounting Fees*
 Robert Andrews, **Yukon Marine Manufacturing Operations Manager**
 Jack Schultheis, **Kwikpak Fisheries Operations Manager**
 Gerry Davis, **General Council**
 Eric A. Olson, **Director of Offshore Fisheries**
 Ruth E. Carter, **YDFDA Executive Assistant, Kwikpak Sales and Marketing**
 Douglas Redfox, **Employment and Training Coordinator**
 Judi Murdock, **Kwikpak Fisheries Assistant Controller**
 Barbara E. Blanket, **Travel Coordinator**
 Karl Alstrom, **Accounting Clerk**
 Svet Alstrom, **Receptionist**
 Catherine Harry, **Accounts Payable**
 Felicia Waska, **Accounts Payable**

YDFI BOARD

Frank Alstrom, Jr.
 Simon Andrews
 Paul Manumik, Sr.
 Jacob Redfox
 David Maillelle
 Pius Akaran

SCHOLARSHIP COMMITTEE

Max Agayar
 Matilda Oktoyuk
 Benjamin Kamkoff
 Margie Walker
 Edward Adams, Sr.
 Alexie Walters
 Doug Redfox



In Memory



Ephrim "Atsaun" Thompson

August 4, 1943 – November 4, 2012

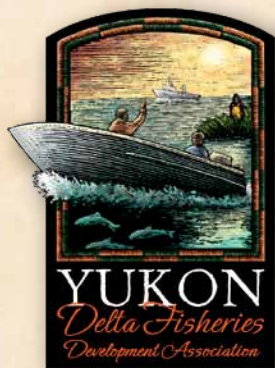
Ephrim lived his entire life along the Lower Yukon River. He was born and raised in Pitka's Point and later moved to Mountain Village where he married Kate Beans and raised his four children – Bibiana, Terry, Duane and Ryan.

During his lifetime he was a cannery worker, commercial fisherman, firefighter and laborer. He was a custodian and maintenance man for several years for the BIA schools and later for the Lower Yukon School District.



Ephrim served as a City Council member for Mountain Village and Pitka's Point for several years and was one of the original Tribal Court Judges for the Asa'carsarmiut Tribal Council. He was also a very active and vocal member of the YDFDA board and the Watershed Council for the Lower Yukon area. He loved spending quality time with his grandchildren, spending time at fish camp, fiddle dancing, taking care of and racing his dogs and playing bingo.

Ephrim's loving personality and leadership will be greatly missed by all who knew him.



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MANUFACTURING**

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