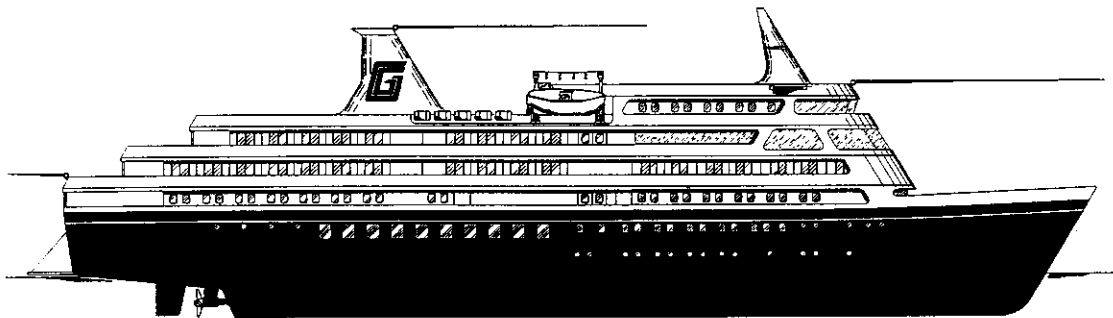


Proposal for Concession Operation

Glacier Bay Cruise Ship Entry Application



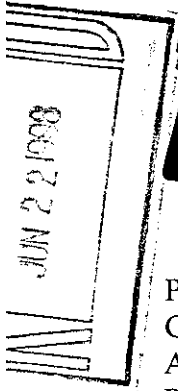
Goldbelt, Incorporated

9097 Glacier Highway, Suite 200

Juneau, AK 99801

907-790-4990

June, 1998



Goldbelt

9097 Glacier Hwy, Suite 200, Juneau, Alaska 99801 (907) 790-4990 Fax (907) 790-4999

Pat Phelan, Acting Superintendent
Glacier Bay National Park and Preserve
Attention: Division of Concession Program Management
P. O. Box 140
Gustavus, AK 99826

Dear Ms. Phelan:

We hereby offer to provide cruise ship and services at Glacier Bay National Park & Preserve, in accordance with the terms and conditions as specified in your Prospectus and to execute the draft permit contained in the prospectus without substantive modification (except as may be required by NPS pursuant to the terms of the Prospectus and/or inclusion of items from the selected offer which are beneficial to the government). We are enclosing the required "APPLICATION" which, by this reference, is made a part hereof. We certify that the information furnished herewith is true to the best of our knowledge and belief. In addition, we agree to complete the execution of the Concession Permit within fifteen working days after it is presented by the National Park Service.

Joseph M. Beedle
President & CEO
Goldbelt, Incorporated
9097 Glacier Highway, Suite 200
Juneau, AK 99812

CERTIFICATE OF CORPORATE OFFICER

I, Andrea Cadiante-Laiti, certify that I am the Secretary of the corporation named as *Offeror* herein; that Joseph M. Beedle, who signed this proposal on behalf of the *Offeror*, was then President and Chief Executive Officer of said corporation; that said proposal was duly signed for and in behalf of the corporation by authority of its governing body within the scope of its corporate powers.

Andrea Cadiante-Laiti
Corporate Secretary

National Park Service Note

**The Following items are not included in this NPS release of:
Goldbelt, Inc. Proposal for Cruise Ship Services 2000-2004**

Materials generally available to the public or which repeats information included (available on request):

Appendix B: Goldbelt Incorporated 1997 Annual Report (36 pages)

Appendix B: GBPCI Audited Financial Statement (16 pages)

Appendix C1: Vision 2000 Goldbelt Corporate Guide (27 pages)

Appendix C2: Beyond Vision 2000 Goldbelt, Inc. 1998 Business Plan (43 pages)

Appendix D: Southeast AK Petroleum Resource Organization, Inc. Response Action Contract (14 pages)

67 pages

JUN 22 1998

Response to Prospectus

Under Which Concession Permits Will Be Open For Competition For

The Operation of Cruise Ship Services Within Glacier Bay National Park & Preserve

June, 1998

Provided to: National Park Service
Alaska Regional Office
2525 Gambell Street, Room 107
Anchorage, AK 99503-2892

Provided by: Goldbelt, Incorporated
9097 Glacier Highway, Suite 200
Juneau, AK 99801
907-790-4990
Joseph M. Beedle, President & CEO

Factors, Criteria and Questions

- ***PRINCIPAL FACTOR 1. THE EXPERIENCE AND RELATED BACKGROUND OF THE OFFEROR***

CRITERION 1A. (1) THE COMPETENCE OF THE OFFEROR, AS REFLECTED IN THE APPLICATION, TO MANAGE AND OPERATE A CRUISE SHIP BUSINESS SIMILAR TO THAT DEFINED IN THE PROSPECTUS. (2) THE ENTITY WITH WHICH NPS WILL CONTRACT AND ITS RELATIONSHIP TO SUPERIOR AND SUBORDINATE ENTITIES IS CLEARLY DEFINED.

1. Identify the "OFFEROR" (or "PROPOSED ENTITY[S]," that the offeror intends to establish for the purpose of operating this concession) making this application. Clearly identify both the formal structure of the primary business ENTITY with which the National Park Service will be dealing, and its owner(s).

Please see page 3 of 45.

2. Provide materials to explain the financial circumstances, legal form, and ownership of that ENTITY.

Please see page 4 of 45.

3. Identify related, subordinate, and superior ENTITIES and any other organization, ENTITY, contractor, or subcontractor that will have a role in managing, directing, operating, or otherwise carrying out the service to be provided.

Please see page 4 of 45.

4. Where there are layers of Entities, subordinate or superior entities, significant contractors/subcontractors, or other organizations or individuals that will act in concert to provide the services required, describe each of them and the relationship between or among them.

Please see page 4 of 45.

5. Using the format and instructions on the next page (duplicate the form as needed) identify the Offeror, each ENTITY, the New Concessioner, and the Operator and all similarly involved parties or people. Add information as necessary to make the relationships clear.

Please see page 5 of 45.

PRINCIPAL FACTOR 1.

1. Continued --

Goldbelt, Incorporated (GBI), the "Parent Holding Company" is the "OFFEROR". It is an urban Alaska Native Claims Settlement Act (ANCSA) for-profit corporation headquartered in Juneau, Alaska. We conduct business for the benefit of our 3,000 shareholders. A wholly owned subsidiary, Goldbelt Enterprises, Inc. (GEI), is the "Holding Company" and superior entity for operating ENTITY I and operating ENTITY II.

Glacier Bay Park Concession, Inc. (GBPCI), a wholly owned subsidiary of GEI, is an ENTITY as defined by this proposal. It is this subsidiary that works with the National Park Service, as it is holding the current Park contract for Glacier Bay National Park & Preserve. This subsidiary is identified herein as ENTITY I. In 1997, OFFEROR another wholly owned subsidiary was formed under GEI, Goldbelt Voyager Cruise Lines, Inc. (GVCLI), and this subsidiary is identified herein as ENTITY II. OFFEROR intends that the ENTITY I will deal with the National Park Service in the event this application is successful. ENTITY II will be responsible for vessel operation and ownership. These ENTITIES are defined by the following:

- *Wholly Owned Subsidiaries of Goldbelt Enterprises, Inc. (Holding Company)*
- *Companies are Well-supported by Goldbelt (Parent Holding Company)*
- *Strong Identification with Native Heritage & Culture*
- *Operating Companies with Clear Vision of Services & Products*
- *ENTITY I is Current Operator of Glacier Bay Park Concession*
- *ENTITY I offers Effective Team in Management and Marketing*
- *ENTITY II offers an Effective Team in Operations and Maintenance*
- *A Well-defined Market Niche: Adventure/Explorer Cruises*

Inherent in the OFFEROR'S substantial support of these ENTITIES is the fact that it is an ANCSA corporation with 3,000 shareholders whose heritage is primarily Tlingit. As the Tlingit are the original people of Southeast Alaska, having settled throughout northern Southeast untold generations ago, the ENTITIES have a strong identification with the lands and waterways that have been their ancestral home. The OFFEROR, together with the operating ENTITIES, takes great pride in assuring that cruise products are designed to tell of the heritage, sharing certain aspects of the culture, as well as to feature the natural history of Glacier Bay during every sailing.

The ENTITIES have a clear vision of the services currently offered and those planned for the future. The ENTITIES' products are tourism-based, keyed on the cruise industry, and designed to feature organizational strengths: soft adventure cruises in waters offering historical interest and marine diversity. The product under development for the entry permits, in the event this application is successful, will align with those features already mentioned but will also reflect a larger scale of vessel, amenities, interpretive programs and opportunities for passengers to fully enjoy a cruise entry into the Park & Preserve.

OFFEROR (GBI) – Parent Holding Company

Superior Entity (GEI) – Operating Holding Company

ENTITY I (GBPCI)

ENTITY II (GVCLI)

Subordinate Entity (GBTC) – Marketing & Sales

Subordinate Entity (REGI) – Shop Inventory & Staffing

5. Continued –

The required forms follow immediately and identify all involved parties:

- OFFEROR – Goldbelt, Incorporated, Parent Holding Company
- Superior Entity – Goldbelt Enterprises, Inc., Operating Holding Company
- ENTITY I – Glacier Bay Park Concession, Inc.
- ENTITY II – Goldbelt Voyager Cruise Line, Inc.
- Subordinate Entity – Glacier Bay Tours & Cruises, Inc.
- Subordinate Entity – Raven-Eagle Gifts, Inc.

OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM

(Enter the name of the person submitting the offer: The concession permit would be issued to this person)

Entity Name	OFFEROR: GOLDBELT, INCORPORATED
Address	9097 Glacier Highway, Suite 200 Juneau, AK 99801
Contact Person	Joseph M. Beedle, President & CEO
Telephone Number	907-790-4990
FAX Number	907-790-4999
E-mail Address	joe.beedle@goldbelt.com

Form of business

Corporation Partnership Individual (Sole Proprietor) Other (Explain)

Describe the expected role in providing this concession service:

Organizational resource and financing support

Structure of the Business: (how is it related to the other entities you have identified):

Parent Holding Company

Ownership:

Name and Address of Owners (Corporations: Show controlling interest, Close Corporation: Show all interest)	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
3,000 ANCSA Shareholders	Common Stock	\$110 million
Total of all Owners:		
Total Shares Outstanding:		

OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM

(Enter the name of the person submitting the offer: The concession permit would be issued to this person)

Entity Name	Superior Entity: GOLDBELT ENTERPRISES, INC.
Address	9097 Glacier Highway, Suite 200 Juneau, AK 99801
Contact Person	Joseph M. Beedle,
Telephone Number	907-790-4990
FAX Number	907-790-4999
E-mail Address	joe.beedle@goldbelt.com

Form of business

Corporation Partnership Individual (Sole Proprietor) Other (Explain)

Describe the expected role in providing this concession service:

Structural only: operating holding company

Structure of the Business: (how is it related to the other entities you have identified):

Ownership:

Name and Address of Owners (Corporations: Show controlling interest, Close Corporation: Show all interest)	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
100% owned by Parent Holding Company: Goldbelt, Incorporated		
		\$50million
Total of all Owners:		
Total Shares Outstanding:		

OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM

(Enter the name of the person submitting the offer: The concession permit would be issued to this person)

Entity Name	ENTITY I: GLACIER BAY PARK CONCESSION, INC.
Address	520 Pike Street, Suite 1400 Seattle, WA 98101
Contact Person	Ventura Samaniego, President & CEO
Telephone Number	206-623-7110
FAX Number	206-623-7809
E-mail Address	ventura.samaniego@goldbelt.com

Form of business

Corporation Partnership Individual (Sole Proprietor) Other (Explain)

Describe the expected role in providing this concession service:

Permit management, marketing and sales.

Structure of the Business: (how is it related to the other entities you have identified):

Ownership:

Name and Address of Owners (Corporations: Show controlling interest, Close Corporation: Show all interest)	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
100% owned by Parent Holding Company: Goldbelt, Incorporated		
		\$ 33 million
Total of all Owners:		
Total Shares Outstanding:		

OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM

(Enter the name of the person submitting the offer: The concession permit would be issued to this person)

Entity Name	ENTITY II: GOLDBELT VOYAGER CRUISE LINE, INC.
Address	520 Pike Street, Suite 1400 Seattle, WA 98101
Contact Person	Ventura Samaniego, President & CEO
Telephone Number	206-623-7110
FAX Number	206-623-7809
E-mail Address	ventura.samaniego@goldbelt.com

Form of business

Corporation Partnership Individual (Sole Proprietor) Other (Explain)

Describe the expected role in providing this concession service:

Vessel operations and ownership

Structure of the Business: (how is it related to the other entities you have identified):

Ownership:

Name and Address of Owners (Corporations: Show controlling interest, Close Corporation: Show all interest)	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
100% owned by Parent Holding Company: Goldbelt, Incorporated		
		\$2 million
Total of all Owners:		
Total Shares Outstanding:		

OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM

(Enter the name of the person submitting the offer: The concession permit would be issued to this person)

Entity Name	Subordinate Entity: Glacier Bay Tours & Cruises
Address	520 Pike Street, Suite 1400 Seattle, WA 98101
Contact Person	Ventura Samaniego
Telephone Number	206-623-7110
FAX Number	206-623-7809
E-mail Address	ventura.samaniego@goldbelt.com

Form of business

Corporation Partnership Individual (Sole Proprietor) Other (Explain)

Note: Glacier Bay Tours & Cruises is a D/B/A of Glacier Bay Park Concession, Inc.
Describe the expected role in providing this concession service: Concession, Inc.
 Marketing and sales

Structure of the Business: (how is it related to the other entities you have identified):

Essentially, this is an operating name for Glacier Bay Park Concession, Inc.

Ownership:

Name and Address of Owners (Corporations: Show controlling interest, Close Corporation: Show all interest)	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
N/A	N/A	N/A
Total of all Owners:		
Total Shares Outstanding:		

OFFEROR, ENTITY, NEW CONCESSIONER, OPERATOR IDENTIFICATION FORM

(Enter the name of the person submitting the offer: The concession permit would be issued to this person)

Entity Name	Subordinate Entity: Raven-Eagle Gifts, Inc. (REGI)
Address	9097 Glacier Highway Suite 200 Juneau, AK 99801
Contact Person	Mischelle Pennoyer
Telephone Number	907-790-4990
FAX Number	907-790-4999
E-mail Address	mischelle.pennoyer@goldbelt.com

Form of business

Corporation Partnership Individual (Sole Proprietor) Other (Explain)

Describe the expected role in providing this concession service:

Inventory and staffing for onboard gift shop.

Structure of the Business: (how is it related to the other entities you have identified):

*Raven-Eagle Gifts, Inc., is a wholly owned subsidiary of Glacier Bay Park Concession, Inc., which is, in turn, wholly owned by Goldbelt Enterprises, Inc., a wholly owned subsidiary of Goldbelt, Incorporated

Name and Address of Owners (Corporations: Show controlling interest, Close Corporation: Show all interest)	Number and Type of Shares or Percentage of Ownership	Total Value of Investment
*100% owned by Parent Holding Company: Goldbelt, Incorporated		\$.5 million
Total of all Owners:		
Total Shares Outstanding:		

ANILCA Section 1307 Preferred Operator

Refer to the ANILCA Section 1307 regulations in the appendix to answer the following questions:

6. Is the entity making this offer a local resident, as defined in 36 CFR 13.81(f), for the services offered under this prospectus? If yes, provide documentation to support this determination, as described in these regulations.

Yes No

Please see page 13 of 45.

7. Are you applying for "most directly affected Native corporation" status, as defined in 36 CFR 13.85? If yes, provide the documentation to support this determination, as described in these regulations.

Yes No

Please see page 13 of 45.

Preference for New and Small Operators

8. Do you provide cruise ship services within Glacier Bay National Park under a current limited permit with the National Park Service?³

Yes No

9. If yes, does the number of cruise ship entries from June 1 to August 31 exceed 19 entries (14 percent of 139 cruise ship entries allocated for Glacier Bay from June 1 - August 31)?

Yes No

³ Answers will be used by the NPS to help identify offers from new prospective cruise ship concessioners or existing operators which have been allocated less than 14% of the available entries into Glacier Bay. Responsive offers from any qualified entity with less than 14% of the available entries (<14% offeror) will receive additional consideration during the selection process. If two or more offers, where at least one or more is a <14% offeror, are determined to be substantially equal offers by the NPS, additional consideration will be given to any <14% offeror in the selection process.

This policy is to "favor" new prospective concessioners or existing operators with less than 14% of the available entries. The policy is not meant to circumvent the established selection process contained in 36 CFR 51. Therefore, an offer which is determined by the NPS to best meet the overall objectives of the National Park Service will be selected. This selection criteria favors more rather than fewer cruise ships operators in compliance with the *Glacier Bay Cruise Ship Management Plan* (see business opportunity section, "preferences"). At such time as at least seven concessioners (separate ownership and control) are in operation, the policy will be reconsidered.

ANILCA Section 1307 Preferred Operator Sheet

6. Continued –

As defined by 36 CFR 13.81(f), OFFEROR is a “local resident” for the following reasons:

- Corporation offices are located well within the boundary definition of 13.81(e);
- More than 50% of Goldbelt shareholders are domiciled within this same boundary ; therefore
- Controlling interest of the Corporation is well-within the defined limits.

7. Continued –

OFFEROR is applying for “most directly affected Native corporation” status, as defined in 36 CFR 13.85. The following is provided in support of this application:

1) NAME: Goldbelt, Incorporated
ADDRESS: 9097 Glacier Highway, Suite 200, Juneau, AK 99801
PHONE: 907-790-4990
DATE OF INCORPORATION: January 4, 1974
ARTICLES and ORG CHART: Attached herewith

2) POPULATION CENTER: Juneau, AK

3) SOCIOECONOMIC IMPACTS:

- Shareholders and their ancestors have utilized the waters and lands of the Glacier Bay Park & Preserve for generations to fish, hunt and gather.
- 40% of employees for Goldbelt and subsidiaries are Native American.
- Corporate revenues are directly earned from tourism operating companies.
- While Glacier Bay Park & Preserve lands and waters have been challenged for traditional uses, this permit creates an opportunity for shareholders, through employment with Goldbelt companies, to return to ancestral lands and waterways
- The opportunity to share significant cultural history through programs such as “Legends & Landscapes” is a factor in keeping an ancient culture vital.

10. Do any of the above have operations or interest in other operations in areas adjacent to this national park area or operations in other national parks? *If Yes, please identify.*

Yes

No

Please see page 15 of 45.

11. The NPS is looking for an ENTITY that has demonstrated experience in managing this type of business activity. Give specific examples of business operations undertaken by ENTITY. Detail the OFFEROR's experience and skills in developing efficient, effective, defined, targeted goals for business programs according to pre-established management parameters.

Please see page 15 of 45.

12. Describe the business management qualifications and experience of the ENTITY and the NEW CONCESSIONER proposed to manage and operate this business.

Please see page 15 of 45.

13. Does the ENTITY have experience providing services under contract for an agency like NPS, United States Forest Service, Bureau of Land Management, city, state, large corporation, or other organization with significant philosophical and operational constraints? *If Yes, please identify.*

Yes

No

Please see page 16 of 45.

14. Use the format on the following page and add to it as necessary, or use your own format as long as it provides all of the requested information. Provide detailed resumes for all current and proposed partners, sole proprietors, and key management employees who will be actively involved in the management of this business and key ship-board personnel who will be operating in Glacier Bay. Identify the specific role the individual is to play and establish that person's ability to play that role.

When discussing work experience, be specific with respect to size of operation, dates, area of operation, specific duties, number of people supervised, hours worked per week, and other factors that would be helpful to reviewers in establishing a clear understanding. Do not omit training and education and do not omit special qualifications, ratings, or licenses that are needed in some special occupations.

Use the *Individual Experience Form* on the following page and add to it as necessary, or use your own format providing it includes *all* of the requested information.

Please see pages 16 through 23 of 45.

Please note: corporate resumes are provided here following for each of the managers directly involved with this proposal. At the current time, their role in the proposed business is within the parameters outlined on their resumes. Estimated hours per week, per manager, is approximately 10 - 35 or whatever is required to meet best industry practices. Qualifications are also found in the individual resumes. Each manager is expected to supervise 5 - 20 employees at any given time.

10. Continued –

ENTITY I operates in areas adjacent to the Glacier Bay National Park & Preserve (wildlife adventure cruises in Icy Strait and the Inside Passage of Southeast Alaska). It holds the current contract for the Glacier Bay National Park Concession. It has operated this concession beginning with the 1996 season. OFFEROR, through its Limited Liability Company, Auk Nu Tours, operates day cruises between Juneau and Gustavus.

11. Continued –

In 1994, following a well-organized strategic planning process, the Board of Directors approved a development program for the OFFEROR: *Vision2000*. It defined a five-year asset-building program of shifting corporate investments from passive instruments to operating companies. By 1997, only three years later, OFFEROR had met or exceeded most of the goals set out in that document. (PLEASE NOTE: *Vision2000* is attached hereto as Appendix C(1).

An excellent example of business operations undertaken by ENTITY I is the purchase, and operation of the Glacier Bay National Park Concession, including:

- The Lodge facility with lounge, restaurant and gift shop;
- Day-tour vessel operations (250 passengers);
- Four extended stay tour vessels operating through Southeast Alaska; and
- Busses for passenger transport.

An excellent example of OFFEROR's experience and skills in developing efficient, effective, defined targeted goals for business programs is Auk Nu Tours, a day-tour business that offers sightseeing, whale-watching and other marine opportunities between Juneau and Gustavus, Juneau and Tracy Arm Fjord, and along Lynn Canal.

OFFEROR has clearly demonstrated sophistication in its strategic planning implementation, vision in its long-range planning approach and diligence in performing the marketing, control and reporting functions. OFFEROR welcomes measurement against the goals set forth in *Vision2000*. In addition, OFFEROR invites consideration of the goals set forth in the 1998 Business Plan, *Beyond Vision2000: Taking Goldbelt From Silver to Gold* (PLEASE NOTE: *Beyond Vision2000* is attached hereto as Appendix C(2).

12. Continued --

Joseph M. Beedle

Position *President & CEO, Goldbelt, Incorporated.*

Experience 1994 to present Goldbelt, Incorporated Juneau, AK
President & CEO, Goldbelt, Incorporated

- Manage all aspects of Goldbelt business and related assets.
- Responsible to conduct business for benefit of 3,000 shareholders.
- Pursue strategy to significantly increase earnings assets in five years.

1993 - 1994 Beedle and Associates Anchorage, AK
Principal

- Business consulting: Evaluating business, Strategic Planning, Facilitating.
- Financial consulting: Capital and financing needs.
- Re-engineering/change, and Business Turn-around Management.

1985 - 1993 Key Bank of Alaska Anchorage, AK
Executive Vice-President and Loan Administrator

- Direct management of all facets of lending statewide.
- Directed 3 senior vice-presidents/regional managers, and 3 vice-presidents .
- Established policy, procedures, sales and credit culture.
- Committees: Chair, Senior Loan; Member, national Key Bank Credit Policy.
- Organized and led semi-annual strategic planning with Key Bank Senior lenders.
- Routinely presented proposals, plans and accomplishments to Board.

1974 - 1985 National Bank of Alaska Ketchikan, AK
 First Bank

- Various Management Positions*
- Commercial and residential lending; Accounting; Corporate Planning.
 -

Education 1975 B.B.A. University of Alaska Fairbanks, AK

- Finance, with Honors
- 1981 National Commercial Lending School Norman, OK
 ABA, University of Oklahoma
- Graduate Studies University of Washington Seattle, WA
- PCBS, Graduate School of Business

Boards Industry Network Corporation Board; United Way of Southeast; University of Alaska
 Technology Development Corporation; UAF Board of Visitors; U.S. Department of
 Commerce District Export Council; University of Alaska Foundation (Trustee); Small
 Business Development Center, Alaska Committee, University of Alaska Juneau Campus
 Council; various Goldbelt Subsidiaries. Member of the Knights of Columbus.

J. Gary Droubay, C. P. A.

Position

Chief Financial Officer

Experience

Present Goldbelt, Incorporated Juneau, AK

Chief Financial Officer

- Responsible for financial management, budgeting, forecasting, reporting.
- Perform risk management, business opportunity analysis, audit functions.
- Key member of CEO Executive Management Team.

1991 - 1997 Alaska Sales & Service, Inc. Anchorage, AK

Vice-President & CFO

- Negotiation and structuring acquisition of dealership.
- Responsible for all financial reporting, accounting, budgeting and forecasting.
- Maintained audit records, data processing functions, and banking relationships.

1983 - 1991 KPMG Peat Marwick Anchorage, AK

Partner (Audit)

- Mergers & Acquisitions analysis with multiple clients.
- Handled SEC process for Alaska Mutual/UBA as corporation went public.
- Hands-on experience with risk management, contract administration, mergers.
- Responsible for annual audit, budgeting and forecasting, strategic planning.

1977 - 19832 KPMG Peat Marwick Anchorage, AK

Accountant/Auditor

- Accounting and administrative management work.
- IS systems, corporate taxes.
- Extensive Alaska Native Corporation experience.

Education

1972 M.B.A. University of Arizona Tucson, AZ

- Business Administration

1966 B.S. U. S. Military Academy West Point, NY

- Engineering

Susan K. Bell

Position *Vice-President, Tourism Division*

Experience 1998 Goldbelt, Incorporated Juneau, AK
Vice-President of Tourism

- Responsible for Alaska shore-based operating companies.
- Manages tourism hospitality, including hotel, tramway, travel agency, transportation and day tours.
- Key member of CEO Executive Management Team.

1996 - Present Juneau Convention & Visitors' Bureau Juneau, AK
President

- Development of measurable objectives, strategies and new revenue sources.
- Increased marketing and administrative efficiency.

1995 - 1996 Ketchikan Visitors' Bureau. Ketchikan, AK
Director, Convention Marketing

- Executed initial marketing plan for new Ketchikan convention facility.
- Aided Bureau development, booked million of dollars of new business.

1994 - 1995 Gastineau Guiding Juneau, AK
Company Manager

1991 - 1994 City of Haines Haines, AK
Tourism Director

- Developed community support and funding strategies for new dock.
- Increased marketing and international reach for Haines as destination.

1983 - 1991 Princess Tours & Cruises Alaska
Manager during

- Development of Royal Highway Tours and Acquisition of Tour Alaska.
- Industry growth from 100,000 to 250,000 cruise passengers.

Education Undergraduate study University of Oregon Eugene, OR

- Public Relations and English

Undergraduate study University of Alaska Fairbanks, AK

- Journalism

Boards President, Southeast Alaska Tourism Council; Alaska Tourism Marketing Council; Alaska Visitors' Association; Rotary International

Ventura Samaniego

Position *President & CEO, Glacier Bay Park Concession, Inc.*

Experience 1998 GBPCI, GVCLI Seattle, WA
President & CEO, GBPCI

- Manage all aspects of Goldbelt Glacier Bay business and related assets.
- Maximize shareholder revenue.
- Pursue aggressive strategy to double earning assets in five years.

1993 - 1998 Sealaska Timber Corporation Ketchikan, AK
Executive Vice-President

- Responsible for overall management of \$ 200 mm company, 45 employees.
- Operations supervision and marketing to large, international clientele.
- Record sales (volume & earnings); Strategic Planning; Market Trend Analysis.

1986 - 1993 Fairbanks Sand & Gravel Fairbanks, AK
Alaska Aggregate Corporation
President & CEO

- Direct supervision to marketing, quality control and operations supervisors.
- Directly responsible for bid preparation on sales value projects > \$350 K.
- Initially, Assistant GM later promoted to Vice-President and GM of FS&G.

1982 - 1986 Goldbelt, Incorporated Juneau, AK
Vice-President of Corporate Development

- Management supervision to sand & gravel/rock quarry development project.
- Key member of small senior management group for corporate planning.
- Initially responsible for lease-up of Goldbelt Place; facility maintenance.

Education 3.5 years Western Washington State College Pullman, WA
▪ Public & Business Administration major

Boards Member, Alaska Forest Association; Loan Committee Member, Alaska Growth Capital

Gregory A. Dronkert

Position *Vice-President, Operations*

Experience

1997 - present	GBPCI, GBVCL. <i>Vice-President Operations</i>	Seattle, WA
	<ul style="list-style-type: none"> ▪ Responsible for all vessel and Lodge operations, maintenance and repair. ▪ Responsible for all guest services aboard vessels and at Glacier Bay Lodge. ▪ Responsible for coordinating layups, vessel positioning, and fleet planning, overhauls, maintenance and repairs. ▪ Responsible for operational aspects of long range planning and business development. 	
1995 - 1997	Alaska Marine Technical Services <i>Principal</i>	Juneau, AK
1994 - 1995	Alaska Marine Highway System <i>Director</i>	Juneau, AK
1993 - 1994	Alaska Marine Highway System <i>Marine Facilities Superintendent</i>	Juneau, AK
1990 - 1992	Ketchikan Shipyard, Inc. <i>Vice-President</i>	Ketchikan, AK
1987 - 1990	Zidell, Inc. <i>Operations Manager/Port Engineer</i>	Portland, OR
1984 - 1986	Crowley Constructors, Inc. <i>Construction Equipment Engineer</i>	Long Beach, CA
1981 - 1984	Crowley Maritime Corporation <i>Chief Engineer/Apprentice Engineer/Mechanic</i>	San Francisco, CA

Credentials

1984	B.S. California Maritime Academy	
	<ul style="list-style-type: none"> ▪ Marine Engineering Technology 	
Graduate Study	University of Washington School of Marine Affairs	Seattle, WA
	<ul style="list-style-type: none"> ▪ Marine Transportation Management, Port Planning and Development 	
1986	U. S. Coast Guard License	
	<ul style="list-style-type: none"> ▪ 100-Ton Ocean Operator (Motor and Auxiliary Sail Vessels) 	
1984	U. S. Coast Guard license	
	<ul style="list-style-type: none"> ▪ Third Assistant Engineer (Steam and Motor Vessels, Unlimited Horsepower) 	

Jerre Fuqua

Position: *Vice-President, Marketing, Sales & Reservations*

Experience:

1994 - present	GBPCI, GBTC	Seattle, WA
<i>Vice-President of Marketing, Sales & Reservations</i>		
<ul style="list-style-type: none">▪ Manage all aspects of marketing, sales and reservations.▪ Develop new cruise products for marketing and promotion.▪ Identify potential new itineraries for soft-adventure market.		
1992 - 1994	Aadland Marketing Group	
<i>Vice-President</i>		
1988 - 1992	City of Skagway	Skagway, AK
<i>Director of Tourism</i>		
1988	Economic Development Corporation	Anchorage, AK
<i>Tourism and Transportation Projects Manager</i>		
1987 - 1988	Convention & Visitors' Bureau	Anchorage, AK
<i>Director of Convention Sales and Services</i>		
1984 - 1987	Alyeska Resort and Ski Area	Girdwood, AK
<i>Director of Sales and Marketing</i>		

Education:

1984	B. B.A.	University of Alaska	Anchorage, AK
<ul style="list-style-type: none">▪ Studies: Marketing and Management			
1996	C.T.M.E.	Association of Travel Marketing Executives	
<ul style="list-style-type: none">▪ Certified Travel Marketing Executive			

Mischelle Pennoyer

Position *Manager, Raven-Eagle Gifts, Inc.*

Experience 1998 Goldbelt, Incorporated Juneau, AK
Manager, Raven-Eagle Gifts, Inc.

- Profitably manage six retail locations and two espresso coffee kiosks.
- Maintains a 75% shareholder hire rate; Has reduced overtime by 6%.

1994 - 1997 Alaska Pacific University Anchorage, AK
Director, Campus Bookstore

- Policy development and procedural implementation, annual inventory.
- Developed summer visitor program for Elderhostel visitors.

1993 - 1994 Alaska Children's Services Anchorage, AK
Accounting Technician/Receptionist

- Managed ten-line phone system, message-keeping for 100+ employees.
- Support for Director of Operations: employee record-keeping and payments.
- Accounting functions: payroll, insurance payments, grant funds, donations.

1992 - 1993 Friends of Anchorage Libraries Anchorage, AK
Associate Director

- Reconciled cash receipts from gift shop, dues, grants and donations.
- Produced monthly accounting reports, purchase of goods, annual inventory.

1989 - 1992 Marriott Host International Anchorage, AK
Merchandise Manager

- Managed 6 gift shops, 2 bookstores, 1 jewelry store, 2 warehouses.
- Purchased inventory, including Native artisan work.
- Produced accounting reports, budget projections, annual inventory.

1979 - 1989 Nugget Department Store/Lamonts Juneau, AK
Buyer-Assistant Manager-Operations Manager

- Progressive experience in retail management and operations.

Education 1976 - 1994 Anchorage Community College, University of Alaska
Anchorage, Alaska Pacific University Anchorage, AK
Food Service Technology; Accounting/Computers; Business Administration

Boards Juneau Convention & Visitors' Bureau; Hospice & Home Care of Juneau

• PRINCIPAL FACTOR 2. CONFORMANCE TO THE TERMS AND CONDITIONS OF THE PROSPECTUS IN RELATION TO QUALITY OF SERVICE TO THE VISITOR

CRITERION 2A. THE OFFEROR AGREES TO PROVIDE THE SERVICES AS REQUIRED BY THIS PROSPECTUS.

1. Indicate below whether you agree to provide the required services under the conditions specified in the Permit.

Yes No

2. Provide a basic description of the ship(s) which the offeror proposes to operate in the park, including, as a minimum, the following, and any other vessel design information the offeror feels is pertinent.

Ship Name To Be Determined	Former Names N/A	Registry U.S.
Gross Tonnage 3600	Builder To Be Determined	Date Launched To Be Determined
Length (ft.) 285'	Beam (ft.) 55'	Date of Last Refit N/A
Draft (ft.) 12'	Stack Height (ft.) 69.5' ABL OWL	Propellers (no. & type) Twin Variable Pitch
Propulsion type (diesel electric, etc.) Diesel (Direct)	Propulsion power (kW or HP) 5600 HP	Fuel (type/weight) Light Diesel -- 150LT
Passenger Capacity (basis 2) 150	Passenger Capacity (all berths) 150	Cabin Size (mean sq. ft.) 175 sq. ft.
Passenger/space ratio (basis 2) +200 cubic ft./PAX	No. of Cabins 69	No. of Wheel Chair accessible cabins 2
Officer Nationality U.S.	Crew Nationality (approx. % each) U.S.	

Please note: a three-page set of vessel schematics is attached in Appendix A.

3. Do you agree not to use a substitute ship without the approval of the park superintendent and that any substitute must meet or exceed the standards of the ship approved in the proposal?

Yes No

4. Specify the total number of cruise ship entries into Glacier Bay from June 1 - August 31 for which you are applying.

Number of Entries (maximum is 68) 19

As explained in "Business Opportunity", up to 68 entries are divided into the following six categories. This is necessary in order to give the incumbent concessioners their statutory right of preference in categories "B - F".

5. Do you wish to apply and compete in all categories in order to maximize your opportunity:

Yes No

If "NO", specify the category or categories under which you are applying and the number of entries as follows:

Category	Entries (enter number)
Category A (maximum 38 entries)	
Category B* (maximum 13 entries)	
Category C* (maximum 4 entries)	
Category D* (maximum of 7 entries)	
Category E* (maximum of 4 entries)	
Category F* (maximum of 2 entries)	

The best proposal will be selected in each of the above six categories.

* An incumbent concessioner has a right of preference in renewal for these entries (see "Application of Preference in Renewal", this section - above).

6. Do you intend to utilize all entries authorized throughout the term of the permit? (Unforeseen events or circumstances that intermittently interfere with operations may, with the approval of the superintendent, be excused.)

Yes No

7. Do you agree to notify the NPS of any unused entries that may become available in a timely manner and, if necessary, assist to facilitate the reallocation of the unused entry?

Yes No

CRITERION 2B. DESCRIBE WHAT ADDITIONAL SERVICES AND/OR FACILITIES WILL BE PROVIDED AND/OR HOW THE COMPANY WILL IMPROVE UPON THE SERVICES OR SCHEDULES REQUIRED BY THIS PROSPECTUS, TO PROVIDE A SUPERIOR PARK EXPERIENCE FOR ITS PASSENGERS.

The National Park Service expects that concessioners will support the NPS in its mission to inform park visitors and concession employees about park resources and values. Some examples of services and facilities which might improve the visitor experience:

- a. Offer Native Alaskan art and handcrafts prominently in shipboard gift shops.
- b. Provide an expanded library of resource materials on Glacier Bay, Alaska, Native Culture including standard references, books, periodicals, videos, maps, etc.
- c. Feature local Alaskan artists and craftspersons in shipboard displays and in gift shops.
- d. Insure that ship board activities, gift shop items etc. contribute to visitor understanding of the area (e.g. gift shops offer only stuffed toy animals which are native to the area).
- e. Implement corporate and/or shipboard programs related to protection of the (marine) environment.
- f. Establish minimum standards of knowledge about Glacier Bay and the National Park Service for officers and crew members.

1. Describe the services and facilities related to the above that you propose to offer.

Management Policies Manual, Chapter VIII. "Promoting the sale of United States made handcrafts including Native American handcrafts relating to the culture, historical, natural and geographic characteristics of park areas is encouraged and there shall be a continuing effort to enhance the scope and supply of local handcrafts where they exist and to establish them where they do not."

Please see page 27 of 45.

2. Describe what measures the company will take to implement this policy in your service.

Please see page 27 of 45.

3. Describe other services, facilities, programs, itineraries, etc., your company will implement that will provide a superior park experience for the visitor.

Please see page 28 of 45.

CRITERION 3A. THE OFFEROR AGREES TO A FEE OF NOT LESS THAN THE AMOUNT DESCRIBED BELOW.

The NPS has determined that the fees described below is the minimum required offer:

\$5.00 per passenger (including both revenue and non-revenue passengers)

Please see the sample permit for specific details of the fee program.

Criterion 2B Continued –

OFFEROR is committed to provide items (a) through (f) as a minimum measurement. In addition, a unique cultural history program, “Legends & Landscapes” is being developed to relate the natural wonders of Glacier Bay National Park & Preserve to the cultural history of the Tlingit people, their traditional uses of the Bay and its environs. Moreover, the vessel design includes not only an observatory area specifically intended for presentations but also an Interpretive Center designed to feature permanent displays. These natural and cultural history installations will relate directly to the onboard programs. Supporting materials for these programs will be included for the gift shop inventory.

With specific regard to Native American Handcrafts:

1. Continued --

The first corporate value for OFFEROR in support of its Mission to make a “significant and positive difference in the lives” of its shareholders is to build “businesses with respect for our culture.” To this end, OFFEROR has an on-going commitment to promote understanding of and respect for the Tlingit culture through its many commercial venues. A contract for cruise entries into Glacier Bay heightens this commitment as the Tlingit were, of necessity, a water-borne people. OFFEROR sees the opportunity not only to highlight the cultural history through the “Legends & Landscapes” program but also to coordinate the onboard gift shop items with items featured in the program: appropriate stuffed animals, carved figures, Native art, and videotapes that expand on the information provided.

OFFEROR is careful to note that while it has a particular interest in the cultural history aspects of the area, there is much to be presented regarding the natural history as well. To this end, OFFEROR is creating a large format, well-produced photo book with local photographer, Mark Kelley. OFFEROR is also underway with a documentary, working with local filmmaker, Larry Goldin, commemorating John Muir’s travels to Alaska – Glacier Bay being an important destination for the celebrated naturalist. Select videos are also under production that will be a part of the cruise library, certain of which may be incorporated into the “Legends & Landscapes” presentation. All such products developed by OFFEROR will be made available for purchase in the onboard shop.

2. Continued --

It is the sole purpose of REGI to promote the sale Native American, particularly Tlingit, handcrafts and artwork. It is a corporate commitment on the part of OFFEROR to build the cadre of local, Native American artists and artisans whose work reflects the culture, history, and geographic characteristics of Southeast Alaska, in general. In the event that cruise entries to the Park & Preserve are awarded to OFFEROR, the corporate support of local

Native artists will be enhanced by the promotion of goods for sale that reflect Glacier Bay, the "Legends & Landscapes" program materials, the area's natural history, and the Tlingit history in the area.

3. Continued --

OFFEROR represents the original people of Glacier Bay. It is the keeper of the legends, and teller of the history. As the legends and history are woven into a unique and powerful program, "Legends & Landscapes", with various supporting materials for purchase in the onboard gift shop or others for leisurely review in the shipboard library, this alone creates a superior experience for any park visitor.

However, OFFEROR submits that the other vital feature of its cruises is the very nature of the tour. Designed for small-group soft adventure cruising, the tour products in development for this application afford the visitor a broad range of cruise activity with potential for onshore trips to the Visitor's Center. ENTITY I has three years of experience operating under contract with the NPS at the Glacier Bay National Park & Preserve. It is uniquely qualified to provide a superior experience and is committed to doing so. The design of the vessel specified herein for Glacier Bay cruising, in the event this application is successful, is smaller in scale. This alone assures a more intimate, personal cruise experience. It also assures that, when available, the vessel can utilize docking facilities currently a part of long-range NPS capital planning.

1. Do you agree to this initial level of fees as shown above and in the sample permit? Yes No**CRITERION 3B. NONE****CRITERION 4A. THE OFFEROR PROPOSES TO PROVIDE INTERPRETIVE SERVICES (EITHER THROUGH THE NPS INTERPRETIVE PROGRAM OR THROUGH AN APPROVED CONCESSIONER PROGRAM) WHICH MEETS THE REQUIREMENTS OF THE PROSPECTUS AND PERMIT.**

The National Park Service has determined that the following Interpretive program is the minimum acceptable program for cruise ship services in Glacier Bay.

Program Overview

The Interpretive program will support the missions of both the National Park Service and Glacier Bay National Park and Preserve. Please refer to the *National Park Service and its Mission* and the *Park Area and its Mission* sections in this Prospectus.

Staffing

A minimum of three staff (one supervisor and two interpreters) are needed to meet the minimum goals and objectives of the Interpretive Program.

Supervisor: The supervisor needs to exhibit the knowledge, skills and abilities to supervise employees, to direct an operation, to maintain cooperative working relationships, to communicate effectively orally and in writing and to demonstrate and teach interpretive methods and techniques. The supervisor needs a working knowledge of the area.

Interpreters: The interpreters must exhibit knowledge of the cultural and natural history of Glacier Bay and the skills and abilities to research, prepare and present professional quality interpretive programs to diverse audiences. The interpreters must utilize accepted interpretive techniques and principles found in the Support Materials list below.

Recruitment

In order to find applicants with extensive interpretive experience and education, recruit from a broad range of applicants with a comprehensive knowledge of cultural and natural history. As a minimum, Interpretive staff must have completed a 4-year course of study above high school leading to a bachelor's degree with 24 semester hours of job related course work; 1 year of relevant interpretive experience; a combination of 1 and 2 above; or knowledge, skills and abilities needed to perform the job by virtue of having lived in or near Glacier Bay National Park and Preserve.

Training

Provide a comprehensive training program that will result in an interpretive staff who are knowledgeable in the natural and cultural history of Glacier Bay, past and present research and park management issues. Training includes skills and techniques needed to prepare original thematically based presentations. A minimum of three days of orientation spent exploring Glacier Bay first hand from forest floor to glacial barrens. Interpreters will be provided with the opportunity to observe an experienced interpreter while

conducting interpretive programs. A fully trained interpreter will have a working knowledge of the references listed below in Support Materials. A returning interpreter (who has gone through the training shown above) will be given adequate time and materials to know and understand changes in research findings, new park issues, etc. prior to commencement of duties.

Supervision

The interpreter must demonstrate knowledge of interpretive skills and techniques to professionally convey the park's basic themes. In order to evaluate interpreter's effectiveness the supervisor will observe each of the interpretive activities during the first half of each season. Elements that the supervisor will be evaluating will include pace, flow, creativity, knowledge, accuracy, and thematic development presented in a meaningful and engaging manner. Guidance will be provided in a timely manner for both content and presentation skills.

Ship-board Commentary

Present a professional and comprehensive 30-minute commentary on Glacier Bay. An additional 10 minutes is added if Johns Hopkins is included in itinerary. Announcements should be approximately two minutes each, limited generally to the most important concepts. One subject per announcement following a strong park theme. Narration should point out significant landmarks and features. No commentary is given when stopped at glaciers, near wildlife sightings or in the vicinity of campers and kayakers.

Formal Program

Present a 30-minute auditorium program that is Glacier Bay specific using interpretive techniques as defined in Support Materials listed below. If slides, video or music are used in the auditorium program they need to be of the highest quality.

Information Desk

The information desk provides the visitor with an opportunity to ask Glacier Bay specific questions of the interpreter. The information desk is staffed while the commentary is in progress except during staff meals and while the ship is in front of glaciers. In addition to the interpreter, the information desk is stocked with reference materials of the natural and cultural history of Glacier Bay.

Informal Visitor Contacts

While at the glaciers interpreters will stroll the outside decks to answer visitor questions. This allows for a more in-depth explanation of concepts introduced during commentary and a chance to discuss the glacial features visible alongside the ship.

Program Evaluation

The cruise ship interpretive program will be evaluated for its effectiveness in meeting NPS mission goals referenced above. NPS standards for evaluation of interpretive programs are being developed and, when completed, will apply to cruise ship interpretive services.

Logistical Support

Provide the logistical support needed for the interpretive operation as outlined in the Draft Permit section 9.(p).

Support Materials (must be available to Interpretive staff for training and reference)

- "Environmental Interpretation, a Practical Guide" by Sam Ham
- "Principles in Interpretation" by Freeman Tilden.
- "The Interpreter's Guidebook, Techniques for Programs and Presentations" by K. Regnier

- “Interpreting for Park Visitors” by William Lewis
- “The Process of Interpretive Critiquing” by William Lewis
- “The Tlingit Indians” by G.T. Emmons
- “Glacier Bay Official National Park Handbook”
- “Glacier Bay, the Land and the Silence” by Dave Bohn
- “Blue Ice in Motion, The Story of Alaska’s Glaciers” by Sally D. Wiley
- “Glaciers of North America, A Field Guide” by Sue A. Ferguson
- “The Nature of Southeast Alaska” by R. O’Clair, R. Armstrong and R. Carstensen
- “Guide to Marine Mammals of Alaska” by Kate Wynne
- “Field Guide to the Birds of North America” by National Geographic Society
- “Plants of the Pacific Northwest Coast” by J. Poljar and A. Mackinnon
- “Glacier Bay, the Grand Design” video, NPS publication
- NPS Strategic Plan
- Glacier Bay NP Strategic Plan
- Glacier Bay NP Vessel Management Plan
- Glacier Bay NP General Management Plan
- Glacier Bay NP Interpretive Plan (when available)

1. Do you agree to provide an interpretive program meeting these minimum criteria?

Yes

No

The National Park Service offers cruise ship Concessioners the option of utilizing the *NPS Interpretive Program* on a cost-recovery basis (the Concessioner pays the prorated cost of the program). The NPS program exceeds the criteria stated above and the additional criteria identified in 4B (below) and consists of NPS trained Interpretive Rangers, who provide commentary, programs, interpretive materials, etc. as described below. The program includes pilot boat service for boarding and disembarking the Rangers as each ship enters and leaves Glacier Bay. The cost will range from \$0.75 to \$1.50 per passenger, based on actual program costs.

2. Will you participate in the NPS Interpretive Program (including cost-recovery)?

Yes

No

If you do not participate in the NPS Interpretive Program, submit a full description of your proposed interpretive program, including employment standards (resumes for existing interpretive staff or position descriptions for currently unfilled interpretive positions), staffing levels, staff and supervisory training program, monitoring and mentoring program, native and local hire program, procedures for updating interpretive program with current research and park management directives, sources for information, description of resource and reference materials available for the interpretive staff, description of slide file (or other media) available for audio-visual and other presentations, and other materials that would assist in evaluating the program. Minimum criteria for the Interpretive program (as stated above) must be met in order for the offer to be considered responsive.

CRITERION 4B. THE OFFEROR PROPOSES TO PROVIDE INTERPRETIVE SERVICES BEYOND THE MINIMUM LEVELS LISTED IN CRITERION 4A.

Optimal Itinerary

The NPS considers the following an optimal itinerary for a cruise ship visit to Glacier Bay: Vessel entry is scheduled so that the ship enters Glacier Bay from 0700 to 1100 (off Bartlett Cove), the ship then visits locations in the West Arm of Glacier Bay listed in the two examples below (in accordance with the provisions of this prospectus) and then departs Glacier Bay (off Bartlett Cove) from 1600 to 2100.

The following schedules give examples of an interpretive program resulting from specific arrival and departure times within these optimal arrival/departure time periods. Experience has shown that arrivals earlier than 0700 do not allow passengers adequate time to wake up, have breakfast and find a place where they can view the glaciers and listen to the commentary. Please note: arrival between 0700 and 0759 would result in an *afternoon* interpretive presentation. Arrival between 0800 and 1100 would result in a *morning* interpretive presentation. As an element of the *optimal itinerary*, Concessioners would confirm the interpretive program schedule for each ship with the Park's Chief of Interpretation at least two weeks prior to the first entry.

Example of Optimal Itinerary for an 0700 Arrival

(Please note the *afternoon interpretive presentation* time for early arriving ships)

Time	Activity
0700	Arrive Glacier Bay
0900	Queen Inlet, Begin commentary
1030-1130	View Margerie and Grand Pacific glaciers
1230-1330	View Lamplugh Glacier (Jaw Pt./Johns Hopkins if appropriate). Commentary ends on departure from last glacier
1400	Reid Inlet
1400	Interpretive presentation
1445	Second interpretive presentation, if needed
1600	Depart Glacier Bay

Example of Optimal Itinerary for a 1000 Arrival

(Please note the *morning interpretive presentation* time for late arriving ships)

Time	Activity
1000	Arrive Glacier Bay and make brief announcement about day's events on p.a. System
1030	Interpretive presentation
1115	Second interpretive presentation, if needed
1200	Queen Inlet, Begin commentary
1330-1430	View Margerie and Grand Pacific Glaciers
1530-1630	View Lamplugh (Jaw Pt./Johns Hopkins if appropriate). Commentary ends on departure from last glacier
1700	Reid Inlet
1900	Depart Glacier Bay

Muir Inlet is not part of the optimal itinerary because the NPS believes that the transit time needed for traveling to both the East and West arms of Glacier Bay could diminish the time spent at tidewater glaciers and thus passenger enjoyment and understanding of the park.

Johns Hopkins Inlet is a secondary element of the optimal itinerary due to seasonal area closures, high concentrations of harbor seals and other factors that will often preclude going beyond, or even approaching, Jaw Point.

Other bays and inlets of Glacier Bay National Park (such as Dundas Bay, Lituya Bay) are not included due to potential conflicts of cruise ship activities with existing visitor uses.

Transit through **Glacier Bay National Park marine waters outside of headlands:** Icy Strait, Cross Sound and the outer coast open waters (the Park boundary extends three miles off shore) are considered an incidental use of the Park at this time. The NPS encourages cruise ship operators to develop appropriate ship-board programs to further passenger knowledge and appreciation of these remote areas of the park .

1. Do you propose to operate in accordance with an *optimal itinerary* shown above?

Yes

No

2. If NO, provide the proposed itinerary or itineraries, including, at a minimum, all areas to be visited, activities in each area and the times for each activity (one format for this is the table below).

Time(s)	Activity
	Glacier Bay Arrival
	Passing Queen Inlet northbound
	Begin Commentary
	Arrival at Margerie/Grand Pacific Glaciers
	Departure from Margerie/Grand Pacific Glaciers
	Interpretive presentation(s)
	Meals
	Times at other glaciers/inlets (specify)
	Activities which restrict interpretive commentary (specify activity)
	Departure from last glacier
	End Commentary
	Passing Reid Glacier southbound
	Depart Glacier Bay

The itinerary submitted should also include a list and timetable for all passenger activities, including meals, while in Glacier Bay, noting any activities that would restrict public address system interpretive commentary or impact the interpretive focus on the park.

3. If you answer yes to item 1, but would also like to propose possible alternative itineraries which you feel would provide a superior visitor experience, please do so here. Provide details of why you feel this would be a superior itinerary and whether or not this itinerary is an optional or integral element

of your proposal (*optional* meaning implementation of the itinerary would be at the NPS's discretion; *integral* meaning that, under your proposal, some entries would *need* to use the alternative itinerary).

Additional Elements of the NPS Interpretive Program

The following items are elements of the NPS Interpretive Program which exceed the minimum requirements listed in 4A. If you indicated in 4A #2. (above) that you would participate in the NPS Interpretive program, you will be credited with providing these additional items. Applicants who will not be participating in the NPS Interpretive Program would need to specifically address each item in order to receive consideration for exceeding minimum standards for that item.

- Provide interpreters with the opportunity to visit libraries, museums or institutions that have Alaska and Glacier Bay specific information or reference materials.
- Provide opportunity for interpreters to work with experts on interpretive program subjects such as communication and interpretive techniques.
- Offer mentoring program(s) for southeast Native individuals to introduce the field of interpretation and provide the passengers with cultural interpreters.
- Offer supplementary field trips both ashore and on the waters of Glacier Bay to provide interpreters with added personal experience to further enhance their programs.
- Provide the interpreters additional training and materials to develop more specialized and in-depth programs.
- Conduct focus groups and additional surveys to determine if passengers understand and appreciate the significance of Glacier Bay National Park and Preserve.

4. Do you propose to meet any or all of the elements shown above? [Applicable only if you will **not** be participating in the NPS Interpretive Program: the NPS Interpretive Program meets these elements.]

Yes

No

Additional Elements Not Included in the NPS Interpretive Program

The following items are potential areas where applicants could exceed minimum interpretive program requirements whether they are participating in the NPS interpretive program or not. All applicants should provide details of how each item would be addressed or provided if the item is to be included in the applicant's operation.

- Schedule programs and provide materials specifically for children on board with a park related theme. Note: vessel design features a "family zone" and presumes a particular focus on assuring programs with materials for children.
- Provide passengers and crew the opportunity to view video(s) about GLBA prior to arrival.
Note: shipboard library is equipped (in design) for multiple use audio-visual applications including VCR viewing.

- Provide passengers and crew with supplemental materials about Glacier Bay prior to arrival in Glacier Bay.

Note: vessel design allocates library space which will hold these

- Provide programs for passengers by specialists on park related subjects, i.e. geology, ecology, natural material history, Alaska history, native Alaskan culture and art, prior to arrival in Glacier Bay.

Note: vessel design specifically incorporates a "Naturalist Station" for the purpose of presenting just such programs with various specialists.

5. Do you propose to meet any or all of the elements shown above? If yes, provide details.

Yes

No

Opportunity for Applicants to Propose Innovative Interpretive Program Elements

Applicants are encouraged to provide details of any additional interpretive services or interpretive program details (not listed above) which they propose to provide and which would result in improved interpretive program.

6. Do you propose to any additional interpretive elements or services? If yes, provide details.

Yes

No

As discussed at length earlier, OFFEROR assures that the quality program, unique to the corporation, "Legends & Landscapes" will be presented.

CRITERION 5A. THE OFFEROR AGREES TO SUBMIT A POLLUTION MINIMIZATION PLAN

Park vessel regulations (see appendix) require the following:

To obtain or renew an entry permit, a cruise ship company must submit and, after approval, implement a pollution minimization plan. The plan must ensure, to the fullest extent possible, that any ship permitted to travel within Glacier Bay will apply the industry's best approaches toward vessel oil-spill response planning and prevention and minimization of air and underwater noise pollution while operating in Glacier Bay. The superintendent will approve or disapprove the plan." (36 CFR 13.65(b)(2)(ii)(A))

The *Pollution Minimization Plan* was first implemented for the 1996 season. The NPS offered some initial ideas and suggestions to existing operators to help guide preparation of these pollution plans (see appendix - *Pollution Minimization Plan Elements*). These initial ideas are by no means exhaustive, nor are they mandatory requirements, but are offered to provide general guidance to all potential applicants. The *Pollution Minimization Plan* is an essential element of the Glacier Bay Vessel Management Plan's carefully crafted approach of providing increased access to the park while also assuring the performance of the NPS's fundamental and predominant stewardship responsibility to protect the park's resources and values. Companies are strongly encouraged to go beyond the elements initially suggested for these plans and to propose innovative, creative, and cost effective strategies to minimize air, water and underwater noise pollution.

1. Do you agree to submit the required *Pollution Minimization Plan* as part of your application and, after approval, implement the plan as approved? If yes, attach the plan (see Criteria 5B for additional elements which may be included).

Please see page 36 of 45.

CRITERION 5A. THE OFFEROR AGREES TO SUBMIT A POLLUTION MINIMIZATION PLAN.

5A. Continued –

OFFEROR assures that the Pollution Minimization Plan ENTITY II proposes as a component of this application meets best industry standards. It is significant to note that the vessel designed for this cruise itinerary burns a higher, more refined, low sulfur diesel fuel. In addition, this vessel has been designed with regard to the sensitive environments which it will explore, especially the Glacier Bay National Park Area. Protection of the environment is in the best interest of the operators not only with regard to regulations, but also in regard to the environmentally intimate nature of adventure cruising. Education of both the crew and the passengers will help to promote minimum impact to the Park waters and surrounding area,

The Pollution Minimization Plan is based on the demonstrated success of vessel design well-matched to propulsion mechanisms. This results in fuel efficiency and the ability to use a higher grade of fuel altogether. The design of hull, the controllable pitch of the propeller, and ability to optimize the propeller to the speed of the vessel also lessens underwater noise due to less vibration.

Please note: higher grade diesel fuels post a significantly less risk to the environment. Even so, ENTITY II will be a member of SEAPRO (Southeast Alaska Petroleum Resource Organization, Inc.), which is an industry-established regional response consortium that routinely has training exercises, integrated exercises with public and private organizations (drills), and stands ready momentarily to respond to any and all marine spill mishaps in Southeast waters..

As a member of the consortium, ENTITY II will be a signatory to the Response Plan operated by SEAPRO (Please Note: A copy of the SEAPRO contract is attached hereto in Appendix D). As the consortium has a 9-zone area of command, individual zone teams are well-prepared to respond to an incident. The contract with SEAPRO that ENTITY II will use, outlines the procedures and responsibilities for SEAPRO and members.

Yes No**CRITERION 5B. THE OFFEROR PROPOSES TO MINIMIZE ENVIRONMENTAL IMPACT IN THE PARK.**

Following is a description of the potential environmental impacts cruise ships may have in Glacier Bay National Park. Offerors should address in their proposal measures they would take which go beyond law and regulation to further minimize or eliminate these environmental impacts while operating in the park (Address each item as an element of the *Pollution Minimization Plan* required in 5A.).

Please see page 38 of 45.

Stack emissions - Stack emissions from cruise ships are a potential problem in the Park. Even low levels of cruise ship stack emission can create a lingering visual blue-gray plume layer in front of the Park's tidewater glaciers. These visible plumes impair scenic and photographic opportunities in the park.

Discharge into park waters – Discharge of pollutants, including petroleum products, waste water and other wastes may negatively affect marine and coastal resources.

Underwater noise - Radiated noise from cruise ships contributes to underwater sound levels in Glacier Bay. Research has demonstrated that vessel noise can cause behavioral changes in marine mammals which may ultimately affect reproductive capability or survival.

Wildlife Protection – Cruise ships may affect additional marine resources in Glacier Bay including:

Harbor Seals - The upper part of Johns Hopkins Inlet is one of the largest harbor seal pupping areas in the world. A closure prohibits cruise ship traffic south of an imaginary line running approximately due west from Jaw Point from May 1 through August 31. However, ships should remain ¼ nautical mile from all seal concentrations and should avoid disturbance of seals when operating in Hopkins outside of the closure period.

Sea Birds - Ship crews and passengers occasionally feed sea birds, particularly near nesting colonies at tidewater glaciers where the vessels remain for extended periods. This may result in an altered diet and behavior pattern for certain bird species. Detailed instructions should be provided to crew members and shipboard newsletters should explain why birds should not be fed in the park. The NPS will work with companies to develop appropriate wording for these messages.

Sea Bird Nesting Colonies - Sea bird nesting colonies are particularly susceptible to vessel disturbance. Vessels are required to maintain a minimum of distance of 100 yards from seabird nesting colonies.

Litter - Trash, coffee cups, ping pong balls, balloons, etc., discarded from cruise ships have occasionally been found in the park.

Shipboard noise - Music, public address system announcements and other noise transmitted on outside decks of the ship travels readily over water and interferes with the quiet enjoyment of the park by passengers on other vessels and park visitors on-shore.

Criterion 5B. Continued –

Stack Emissions: Propulsion and generator power is produced with modern medium speed diesel engines using the latest electronic ignition controls for better fuel efficiency and reduced emissions. The diesel engines operate on high quality, nearly zero sulfur, diesel fuel.

Zero Overboard Discharge and Reduced Water Emissions: When operating in Glacier Bay National Park waters the vessel will follow a zero discharge operation policy. All gray and black water will be retained in holding tanks on board while in National Park waters. Sewage will be processed by the USCG approved Type II marine sanitation device (MSD) prior to discharge in waters outside the National Park. Absolutely no solids, waste or otherwise, will be discharged into the water. In addition, design steps have been taken to reduce emissions into the water through the use of closed heat exchanger engine cooling systems, oil-free shaft seals, hard coat non-ablative bottom paints, and modern four stroke outboards on excursion boats.

Underwater Noise: The hull form of this vessel will be optimized for reduced resistance, wavemaking, propulsion power and fuel consumption on the basis of advice from experts at a European ship model basin and the application of computational fluid dynamic (CFD) analysis tools. The performance of the final hull form will be confirmed through model tests at a European model basin. This hull will be designed for high relocation speeds and thus is very fine, which will result in reduced wavemaking when operating at lower speeds in the park.

Wake-adapted propellers will be designed for minimum possible cavitation and minimum propeller noise. This procedure has been successfully applied on similar sized research vessels with very stringent acoustic requirements to avoid interference with sensitive acoustic arrays, sonars and other scientific instruments. It is anticipated that the propellers will incorporate moderate skew and reduced pitch near the blade tips. Controllable pitch propellers will be adopted in order to improve efficiency and reduce noise and vibration signature both below and above the waterline.

Design features that have been successfully employed in the development of low acoustic signature research vessels will be employed in this vessel. These techniques include vibration isolating foundations and mounting for propulsion engines and generators in order to reduce the noise transmitted to the water as well as reduce noise and vibration on board the vessel.

Wildlife Protection: Protection of wildlife will be through operational guidelines and education of passengers and crew. The objective of sightseeing will be to see wildlife, but not to disturb or affect it.

Litter: Shipboard generated waste will be sorted into recyclable categories and retained on board for subsequent delivery to shoreside recycling agents. Non-recyclable retrograde will be compacted and stored for delivery to approved shoreside waste disposal agents.

Biodegradable waste (e.g., food waste) will be processed by an on-board pulper-hydroextractor, and the low moisture pulp will be retained on board for delivery to approved shoreside waste disposal agents. Extracted liquid will be diverted to the grey water system.

Although there will be a zero discharge policy, passengers may be tempted to throw trash or cigarettes overboard. Littering will be deterred through education and policy as well as the placement of convenient closed top trash receptacles and ashtrays at all outside accessible areas. On board signage will reinforce the zero discharge policies. In addition, solid bulwarks at all decks will prevent the accidental loss overboard of light trash such as styrofoam cups, paper, etc.

Shipboard Noise: Excepting such safety announcements as may be required, all public address will be internal. On-board music will only be broadcast in internal spaces. A Naturalist Station is located inside the Observation Lounge for interpretive seminars while in the park or environmentally interesting areas.

Helicopters: There is no capacity for helicopters on board the vessel. All helicopter services would be through separate existing agents operating in the park under the guidelines of the park service.

Baseline Data Gathering: Normally collected data will be available and more detailed data gathering will be pursued in coordination with the NPS. Onboard space has been dedicated to provide for this function.

Helicopters - Helicopters are an intrusion on the quiet enjoyment of the park by visitors both on the ship and off. They may also disturb park wildlife. Although helicopters have been used by the companies in the past to take advertising photographs of their ships at the glacier faces, the NPS will consider an offer that agrees to minimize use of helicopters in the park as a component of a better offer. See the permit for conditions related to helicopter use.

Baseline Data Gathering - The NPS is interested in obtaining baseline data on stack emissions and vessel noise levels as part of the *Pollution Minimization Plan*. This information will assist NPS in evaluating the effects of vessels and will also be helpful in designing meaningful operating requirements. Examples of useful data would be: automatic opacity measurements every minute or less keyed to time and location; stack emission sampling, vessel sound signatures; and below waterline hull vibration measurements keyed to time and speed and machinery use. The NPS has not developed specific sampling criteria, but rather is interested in specific proposals from the cruise lines based on available sampling technology.

Please see page 39 of 45.

1. Do you offer to provide baseline data from your vessel(s), such as stack emission opacity or noise levels?

Yes

No

If yes, describe in detail the nature and format of the data, procedures for data submission and constraints, if any, for data use or distribution.

CRITERION 6A. THE OFFEROR'S PAST RECORD RELATED TO MARINE CASUALTIES, VIOLATION NOTICES AND FOOD SERVICE SANITATION.

The past record of marine casualties, violation notices and food service sanitation reports for *each cruise ship* must be included in the offeror's proposal. If there is less than a complete record for the time period described for any ship included in the proposal, establish a record for the company as a whole by providing the information requested for the company, including all cruise ships operated by the company.

1. Has the offeror had any reportable marine casualties (as defined by USCG regulations), including but not limited to grounding, loss of primary propulsion, collision, flooding, capsizing, fire, explosion, loss of life or reportable injury for the period beginning three years prior to the date this prospectus was issued through the present⁴? If yes, submit a copy of the official report (U.S. Coast Guard or other), except for injuries (submit a brief summary, including reason for each injury).

Yes

No

2. Has the offeror received citations or notices of violation received from, or criminal information or indictments filed by local, state, or federal authorities in the United States, regardless of the outcome, for the period beginning three years prior to the date this prospectus was issued through the present? If yes, submit a copy of the citation, indictment, etc., and an explanation of the violation, settlement, penalty (if any), and any corrective actions taken by the offeror.

⁴ Information which comes to the attention of the National Park Service for the period of time after a prospectus is issued but prior to the actual award of a permit will be considered in the selection process.

Criterion 6A. Continued –

1. While the Prospectus does not specifically require the following information, ENTITY II deems it imperative that safety and lifesaving issues be addressed herein as they are a vitally important component of tour operations.

Per 46CFR Subchapter H, the vessel is divided into two main vertical zones (MVZ) for structural fire protection. One independent Type I enclosed stairtower is located in each MVZ. Structural fire protection bulkheads and decks must meet USCG fire ratings for the adjacent spaces. Fire doors are required in the MVZ bulkhead and the stairtowers. Sprinklers are required in enclosed spaces per USCG with CO2 fire protection in machinery spaces. Additional fire protection equipment is required per USCG.

Lifesaving equipment per SOLAS and USCG requirements are available for 200 persons. Two 30-person lifeboats with davits and ten 20-person liferafts are located equally distributed port and starboard on Deck 6 between the forward and aft stairtowers. Two of the three shore boats are classed as rescue boats and are available at the adventure embarkation area.

Mustering areas for lifeboats and rafts are located on Deck 3 port and starboard.

Yes

No

3. Has the offeror received any unsatisfactory food service sanitation inspection reports from the U.S. Public Health Service for the period beginning two years prior to the date this prospectus was issued through the present? *If yes, submit the reports for these inspections and a summary of any corrective actions taken by the offeror.*

Yes

No

CRITERION 6B. NONE

• ***PRINCIPAL FACTOR 3. THE OFFEROR'S FINANCIAL CAPABILITY***

CRITERION 7A. THE OFFEROR DEMONSTRATES THAT NEEDED FUNDING (EQUITY AND/OR BORROWED) IS AVAILABLE AND IS DEMONSTRATED TO BE SUPPORTABLE WITHIN THE INCOME STATEMENT AND BALANCE SHEETS REQUIRED.

1. Provide the following information: Please see Appendix B documents.

- a. For OFFERORS and CONCESSIONERS provide the latest financial statement for themselves and their parent company (if any) including the notes to the statements or similar explanatory material and the related audit report.
- b. For corporations, partnerships, or others that are OFFERORS, or that propose to provide the services or part of the services required: Provide the latest financial statement available including the notes to the statement or similar explanatory material and the related audit report.
- c. Sole proprietors and unconventional lenders and proposed individual investors: Provide personal financial statements.

2. Identify the source(s) of all needed funds. Document the source and availability of all funds with current audited financial statements, financing agreements, letters of commitment, and similar supporting documents from all sources. Present compelling evidence of offeror's ability to obtain the necessary funds. Be specific. Identify all sources and provide complete documentation. Explain fully the financial arrangements you propose to use.

Goldbelt, Incorporated (Parent Holding Company)

- a. If funds are to be obtained from individuals, provide a current personal financial statement, documentation of assets to be sold, commitments from lenders, or other assurances that meet the need to make a compelling demonstration that the funds are available and committed.
- b. Funds from other sources must be supported by a current, audited balance sheet and income statement and whatever supporting documents are needed to provide compelling evidence that funds are available and committed.
- c. Funds obtained by the sale of assets must be supported by a description and condition of the assets and any encumbrances on those assets and/or the proceeds of their sale. Also, the condition of the market for such items should be indicated in a way that identifies both the ability to sell the asset at the necessary time and the ability to sell at a price sufficient to meet funding expectations. Qualified appraisals and other professional estimates of value must be provided. You must prove in a compelling way that the asset will yield the necessary funds at the necessary time.

3. Describe how your financing arrangements, taken as a whole, are advantageous terms for financing that both balance the financial interests of the NPS in this PERMIT and the need for a soundly financed concessioner with the least number of financing issues to be negotiated in the future.

Please see page 44 of 45.

Criterion 7A. Continued --

3. Goldbelt, Incorporated, enjoys competitive, fixed interest, long-term financing opportunities through existing, conventional commercial bank commitments, including our lead banks: Key Bank and Bank of America.

Goldbelt is going to market to sell \$ 20 million in private debt placement this year using S.P.P. Hambro as agent and broker for 8.5%, 15-year financing to fund this opportunity, if awarded.

CRITERION 7B. NONE.**SECONDARY FACTOR(S). FRANCHISE FEE OFFERED ABOVE THE MINIMUM****CRITERION 8A. NONE****CRITERION 8B. A FRANCHISE FEE ABOVE THE LEVEL REQUIRED AT CRITERION 3A IS OFFERED.**

A franchise fee offer above the required level will be a secondary factor as explained by the terms of PL 89-249 (and Public Law 104-333, Section 704, below⁵). Secondary factors will be used in the evaluation of offers when a selection of the best offer cannot otherwise be made from the results of evaluating the three primary factors. Public Law 89-249, Section 3(d) and 36 CFR Part 51.4b(3), (Both are included in the Appendix) provides guidance as to franchise fees.

1. Do you propose to offer a franchise fee above the level required at Criterion 3A? Yes No**2. If yes, state the total franchise fee that you propose. Express this as a per passenger fee.**

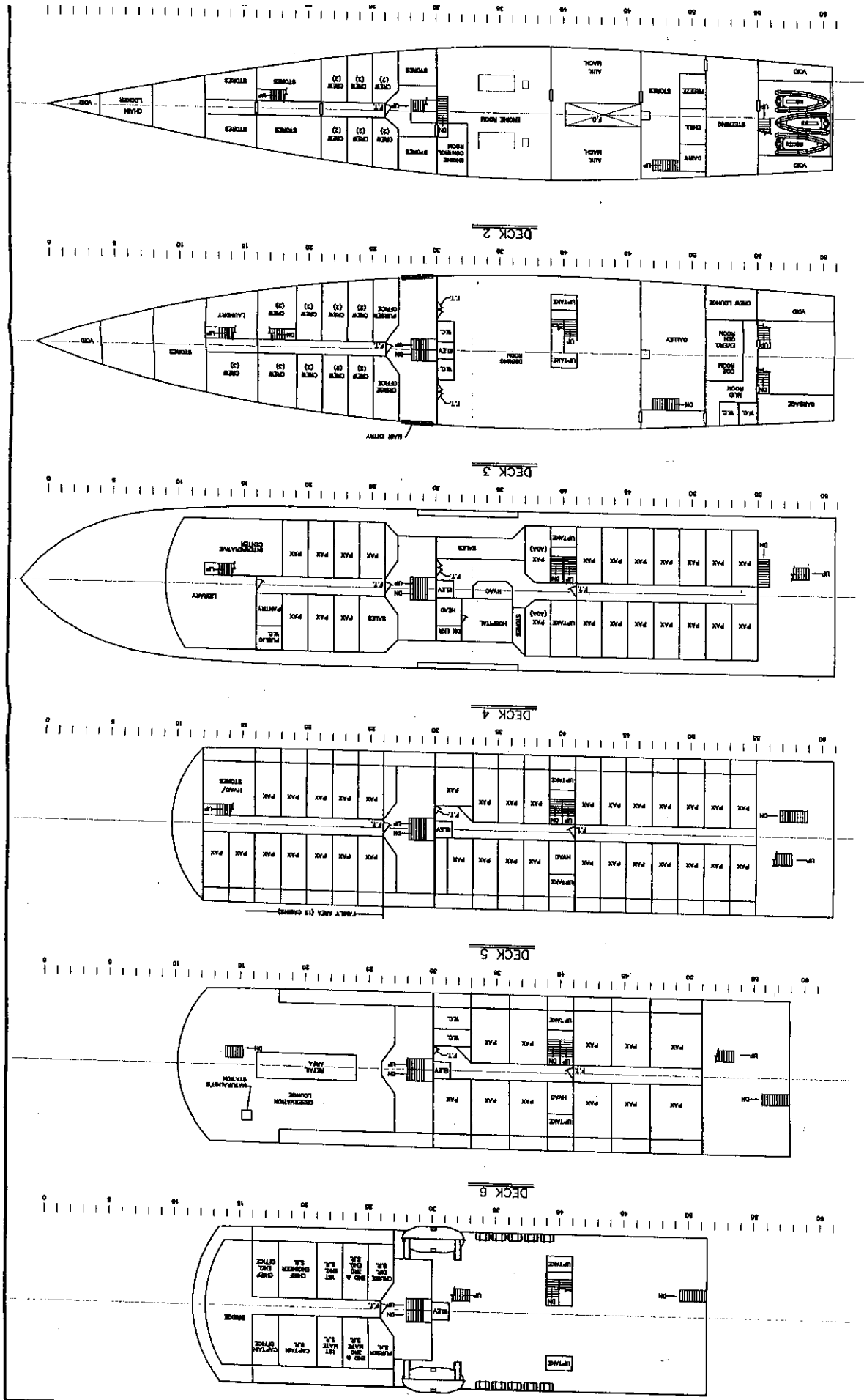
Year	Per Passenger Fee
2000	\$ 10.00
2001	\$ 11.00
2002	\$ 12.00
2003	\$ 13.00
2004	\$ 14.00

⁵Public Law 104-333, Section 704, states: "Fees paid by certain permittees for the privilege of entering into Glacier Bay shall not exceed \$5 per passenger. For the purposes of this subsection, 'certain permittee' shall mean a permittee which provides overnight accommodations for at least 500 passengers for an itinerary of at least 3 nights". Therefore, the NPS may not be able to accept a higher franchise fee from applicants who fit the definition of 'certain permittee', but may accept such an offer from other applicants.

Appendix List

- Appendix A:** **Vessel Schematics**
- Appendix B:** **Corporate Certificates and Financial Documents**
- Appendix C (1):** *Vision2000*
- Appendix C (2) :** *Beyond Vision2000*
- Appendix D:** **SEAPRO Contractual Agreement Form**

Appendix A: Vessel Schematics



GLOSTEN
 The Glosten Associates, Inc.

600 Mutual Life Building
 605 First Avenue
 Seattle, Washington 98104-2224
 Phone: (206) 424-7850 Fax: (206) 482-9117

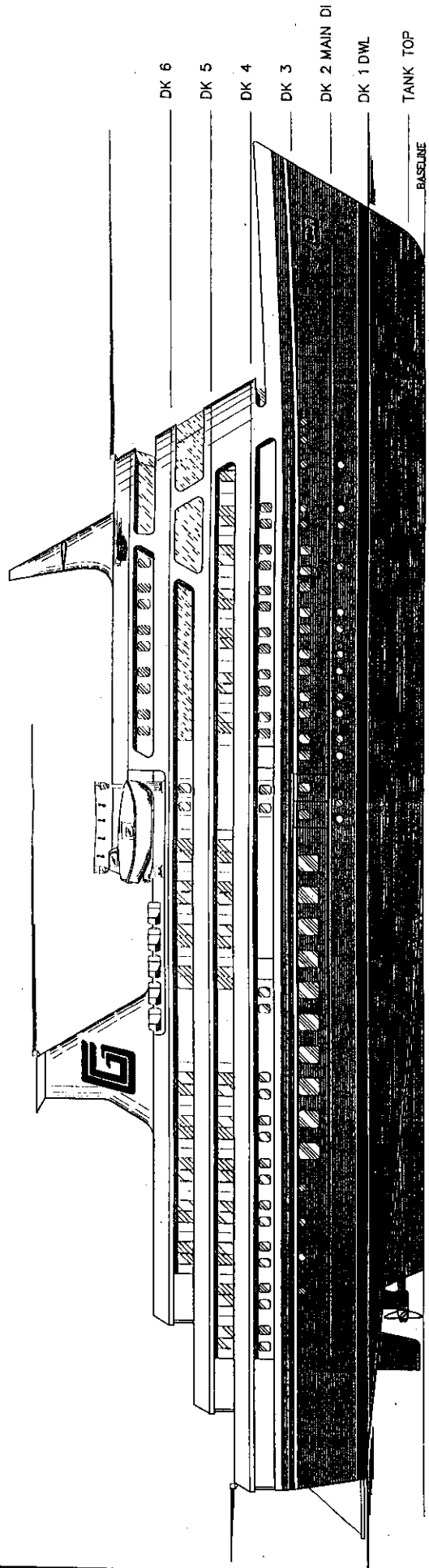
GOLDBELT, INC.
 JUNEAU, ALASKA

150 PASSENGER CRUISE SHIP CONCEPT

AutoCAD File Name: 42-0102.DWG
 Drawing Scale: Plotting Scale

Drawn By: TSL
 Date: 8/10/98
 Checked By: [Blank]
 Date: [Blank]
 Approved By: [Blank]
 Date: [Blank]

Sheet: 01
 Rev: [Blank]



PRINCIPAL DIMENSIONS
 LOA.....285 ft
 LWL.....261 ft
 BEAM.....55 ft
 DEPTH.....21 ft
 DESIGN DRAFT.....12 ft
 DISPL.....2260 LT
 CRUISE SPEED.....17 Knots
 PASSENGERS.....150
 CREW.....38

GLOSTEN The Glosten Associates, Inc.	600 Mutual Life Building 605 First Avenue Seattle, Washington Phone: (206) 524-7800 Fax: (206) 524-9117	GOLDBELT, INC. JUNEAU, ALASKA		AutoCAD File Name 42-0101.DWG	Drawing Scale TSL/DSD	Date 6/10/98	Checked By TS	Date 6/10/98	Approved By TS
	150 PASSENGER CRUISE SHIP CONCEPT			Plotting Scale	Drawing No.	Sheet Of	Rev.		

Appendix B: Goldbelt, Incorporated, Corporate Certificates
Goldbelt, Incorporated, 1997 Annual Report
Goldbelt Enterprises, Inc., Corporate Certificate
GBPCI Corporate Certificate
GBPCI Audited Financial Statement
GVCL Corporate Certificate
REGI Corporate Certificate

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
AMENDMENT
Business Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that Articles of Amendment to the Articles of Incorporation, duly signed and verified pursuant to the provisions of the Alaska Corporations Code, have been received in this office and have been found to conform to law.

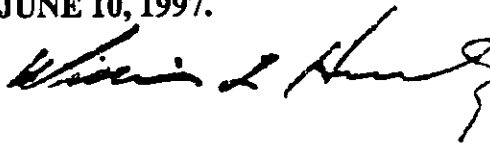
ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

GOLDBELT, INCORPORATED

and attaches hereto the original copy of the Articles of Amendment.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on

JUNE 10, 1997.



William L. Hensley

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

State of Alaska

Department of Commerce

Juneau

CERTIFICATE OF INCORPORATION

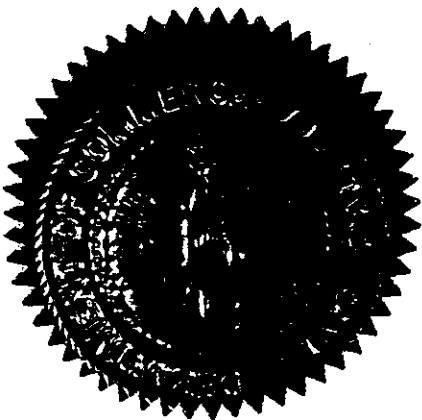
The undersigned, as Commissioner of Commerce of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of GOLD BELT INCORPORATED

duly signed and verified pursuant to the provisions of the Alaska Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Commissioner of Commerce, and by virtue of the authority vested in him by law hereby issues this Certificate of Incorporation of

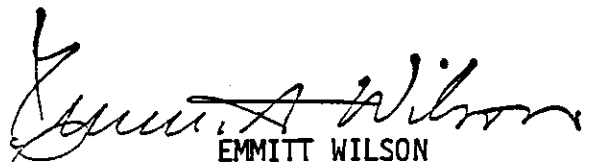
GOLD BELT INCORPORATED

and attaches hereto a duplicate original of the Articles of Incorporation. _____



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Juneau, the Capital, this

4th day of January A.D. 1974



EMMITT WILSON
COMMISSIONER OF COMMERCE

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
INCORPORATION
Business Corporation

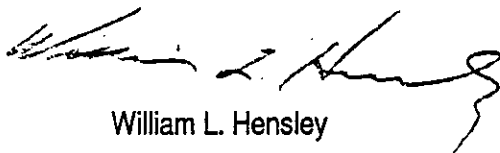
The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that duplicate originals of the Articles of Incorporation of

GOLDBELT ENTERPRISES, INC.

have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues the Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
04 03 1995



William L. Hensley

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
INCORPORATION
Business Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that Articles of Incorporation of

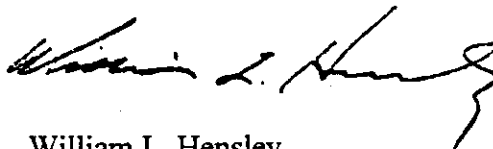
GLACIER BAY PARK CONCESSIONS, INC.

have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto the original copy of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on

February 2, 1996.



William L. Hensley

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT

**ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION FOR
GLACIER BAY ADMINISTRATION, INC.**

Pursuant to the provisions of the Alaska Corporations Code, the undersigned corporation has adopted the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The following articles are amended in the Articles of Incorporation:

1) **ARTICLE I** - The name of this Corporation is Goldbelt Voyager Cruise Line, Inc.

ARTICLE II

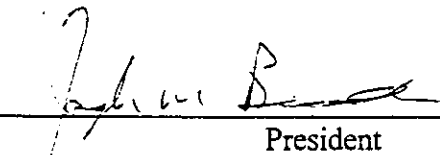
This amendment was adopted unanimously by a resolution of the Board of Directors on the 20th day of May, 1998, and by its sole shareholder, Goldbelt, Inc., in accordance with the provisions of AS 10.06.504.

ARTICLE III

All other provisions of the Articles of Incorporation shall remain as originally submitted.

DATED this 20th day of May, 1998.

Glacier Bay Administration, Inc.



President



Secretary

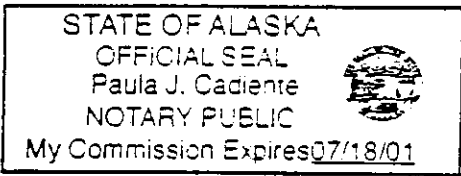
VERIFICATIONS

STATE OF ALASKA)
) ss.
FIRST JUDICIAL DISTRICT)

Joseph Beedle, being first duly sworn upon oath deposes and says that he is the President of Glacier Bay Administration, Inc., that he has read the foregoing Articles of Amendment, knows the contents thereof, and states that they are true and correct to the best of his information and belief.

Joseph Beedle
Its President

SUBSCRIBED AND SWORN to before me this 20 day of May, 1998.



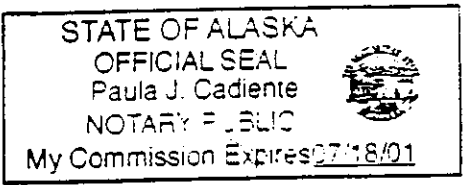
Paula J. Cadiente
Notary Public for Alaska
My Commission Expires: 7-18-01

STATE OF ALASKA)
) ss.
FIRST JUDICIAL DISTRICT)

David Goade, being first duly sworn upon oath deposes and says that he is the Secretary of Glacier Bay Administration, Inc. he has read the foregoing Articles of Amendment, knows the contents thereof, and states that they are true and correct to the best of his information and belief.

David D. Goade
Its Secretary

SUBSCRIBED AND SWORN to before me this 20 day of May, 1998.



Paula J. Cadiente
Notary Public for Alaska
My Commission Expires: 7-18-01

State of Alaska
Department of Commerce and Economic Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
INCORPORATION
Business Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that Articles of Incorporation of

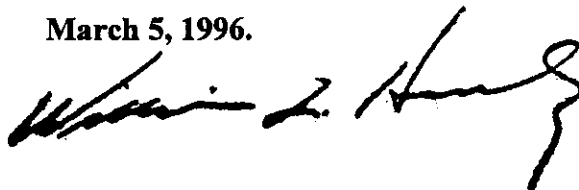
RAVEN-EAGLE GIFTS, INC.

have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation and attaches hereto the original copy of the Articles of Incorporation.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on

March 5, 1996.



William L. Hensley

COMMISSIONER OF COMMERCE
AND ECONOMIC DEVELOPMENT



United States Department of the Interior

NATIONAL PARK SERVICE

Glacier Bay National Park and Preserve
P.O. Box 140
Gustavus, Alaska 99826-0140

IN REPLY REFER TO:

C38

December 4, 1998

Goldbelt, Inc.
Attention: Joseph M. Beedle, CEO
9097 Glacier Highway, Suite 200
Juneau, AK 99801

Dear Mr. Beedle:

This letter is to advise you that your June 22, 1998 offer to provide cruise ship services was not the best offer. As detailed in the prospectus, as a local operator you now have an opportunity to amend your proposal in order to meet the terms of the best offer. In addition, we require clarification of specific elements of your proposal. Your submittal amending your proposal and the clarifications must be received at the address shown above by January 6, 1999 in order to be considered in the final selection process. *Include with your submission, a certified statement that the information you provide is to be incorporated into your original proposal.*

Elements of the best proposal. You will need to amend your offer to substantially meet the elements listed below by specifically stating how you would meet each element.

The best proposal:

1. Offered reference materials to be available in the ship's library as follows: At least 32 *specific* books directly related to the natural and cultural history of Glacier Bay and the surrounding region. This includes adult and children's books directly related to park themes and the region's natural and cultural history.
2. Offered to provide an onboard interpretive specialist to assist with the National Park Service (NPS) Interpretive program while in Glacier Bay and provide visitor and employee programs related to the park prior to arrival. The specific program elements would be subject to NPS approval and may (at NPS discretion) involve NPS training sessions for offeror interpretive staff at offeror expense.
3. Offered to provide an onboard youth program (coordinated with the NPS Interpretive program) which could include age-appropriate videos, activities and games aimed at increasing understanding and appreciation of Glacier Bay's natural and cultural history.

4. Offered to provide (on ships with television/video available in each cabin) programming oriented towards the natural and cultural history of Southeast Alaska.
5. Offered to carry enough sorbant boom on each ship to fully encircle the vessel.
6. Offered to provide stack emission data as follows: "... (The offerors) ships are (to be) equipped with 2 opacity meters and recorders. One records main engine exhaust and the other emissions for boilers and incinerators. Each recorder receipts up to five inputs to provide perspective on emissions density over time. These records on opacity can then be time matched to GPS position printouts to provide NPS with the desired baseline data."
7. Offered to provide vessel sound signature information as follows: "... (Offeror will) negotiate an arrangement with a highly qualified acoustical consultant that would enable NPS and ... (the offeror) ... to obtain baseline data on one of the newly permitted vessels operating in Glacier Bay. This effort would consist of the following elements. Task 1: Conduct a radiated noise signature of the vessel and perform onboard vibration tests. The consultant supplies engineers, instrumentation and analysis. The work is done in Glacier Bay by deploying an array of hydrophones from a small chase boat and taking range data. The minimum water depth needs to be 100 meters. A minimum of two hydrophones will be deployed at depths of 25' and 150'. Task 2: Use diagnostic data from Task I to identify radiating sources and paths of transmission as the basis for potential noise abatement procedures. The consultant will provide the potential change in noise signature for various abatement scenarios. Task 3: The consultant will compare data with information obtained from prior studies involving naval and commercial vessels. This information will also be compared to data on noise studies regarding whales. Combined this information will provide a yardstick with which to measure technology required for quieter vessels. The proposed consultant has years of experience working with both governmental and private concerns (including the U.S. Navy) in the design of vessels and other facilities with a view towards minimizing noise. ... (The consultant) is (to be) uniquely qualified to take that data and, if reducing noise is necessary, make proposals that will have actual positive results."

Information necessary in order for offer to be fully evaluated. The following information is needed to insure that the proposal was fully responsive to the prospectus.

1. Under Criterion 6A (Application, page 23 of 26) we require that all marine casualties be reported. In your proposal you indicated that there had been no reportable marine casualties. USCG records list two reportable marine casualties for four vessels operated by a subsidiary. Information on public health scores for the subsidiary operations should also be provided. Please submit copies of the official reports as required.

2. Criterion 7A of the prospectus requires the offeror demonstrate that needed funding (equity and/or borrowed) is available and is demonstrated to be supportable within the income statement and balance sheets required. We specifically need to ensure that any funding required to obtain the proposed vessel is available. Since we did not specifically identify financing of the vessel as the "needed fund" in the prospectus, we are providing you an opportunity to clarify the application in regards to the response to Criterion 7A, Item 2, "Identify the source(s) of all needed funds." As we stated in the prospectus, compelling evidence of the offeror's ability to obtain the necessary funds should be provided. Although you stated that you will use S.P.P. Hambro as broker for 8.5%, 15-year financing to fund the opportunity, you did not include a commitment letter, including the terms, from S.P.P. Hambro. Please clarify that the proposed funding is committed to by providing letters of commitment or equivalent documentation.

3. Criterion 2A: Due to the limited information provided in your proposal regarding the vessel to be built, there is some question that the proposed vessel would be available by the initial permit year. Please provide anticipated design/construction/sea trial schedules, contingency plans in the case of delays and any other information which would address this concern.

Procedures we will use in applying preferences can be found in the prospectus document. Please contact Chief of Concessions Management, Dave Nemeth, at (907-697-2230) if you have any questions.

Sincerely,



Tomie Patrick Lee
Superintendent

Lotus cc:Mail for David Nemeth

Date: 1/6/1999
Sender: Joe.Beedle@goldbelt.com
To: David Nemeth
cc: "Ventura Samaniego"<Ventura.Samaniego@CruiseTours.com>, susan.bell@goldbelt.com
Priority: Normal
Subject: Glacier Bay Cruise Ship Prospectus Submission

Joe Beedle@GOLDBELT
01/06/99 06:39 PM

After considerable thought Goldbelt, Incorporated (including wholly owned subsidiaries Goldbelt Enterprises, Inc., Glacier Bay Park Concession, Inc. and Voyager Cruise Lines, Inc.) has made the decision not to amend our proposal to meet the terms of the best offer, or challenge, or appeal the decision of the NPS cruise prospectus review committee.

We appreciate the NPS recognition of our right of preference as a "local" applicant and accept that status as equal to a "Native" preference right, although no such determination was reached during this specific review process.

We recognize that the NPS was able to obtain significant scientific, environmental and baseline data from the best offeror that is not a part of our normal expertise or practice to provide cruise/tour vessel services.

Although we recognize provisions in the Prospectus to notice the NPS and delay use of entries for the first year while we complete construction of our new vessel, we are concerned that delays will cause planning problems for both the NPS and the best offeror. We were not anticipating not being awarded the best offer, and have delayed final ship design, while focusing on custom components of ship design to meet adventure/exploration specialization, and NPS indications on the preliminary response.

Of additional consideration, is our desire to work with the cruise industry on shore excursion opportunities. We are therefore somewhat reluctant, given the evaluation response, to risk relationships with the cruise industry for potential complimentary business benefits.

Goldbelt hereby expresses our appreciation for your cooperation and assistance and will continue to prepare ourselves for the next prospectus opportunity for cruise ship service in Glacier Bay National Park.

GOLDBELT, INCORPORATED

Joseph M. Beedle,
resident and CEO

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