

AGENDA
SPECIAL MEETING OF THE BOARD OF COMMISSIONERS
HUMBOLDT BAY HARBOR, RECREATION AND CONSERVATION DISTRICT

DATE: January 30, 2015
TIME: 12:00 p.m. Special Meeting
PLACE: Woodley Island Marina Meeting Room

The Meeting Room is wheelchair accessible. Accommodations and access to Harbor District meetings for people with other handicaps must be requested of the Director of Administrative Services at 443-0801 24 hours in advance of the meeting.

1. **Call to Order Special Meeting at 12:00 p.m. and Roll Call**
2. **Pledge of Allegiance**
3. **Public Comment**
4. **Move to Executive Closed Session**
 1. Move to Executive Closed Session pursuant to the provisions of the California Government Code Section 54956.9 (Threatened Litigation).
 - a. Threatened Litigation
Nixon Peabody
Freshwater Tissue Company
5. **Adjourn Executive Closed Session**
6. **Report on Executive Closed Session**
7. **Move to Regular Session**
8. **New Business**
 - a) Consideration of approval of Waiver of Possible Conflict of Interest with Nossaman LLP.
 - b) Consideration of paying Legal Expenses for Nixon Peabody.
 - c) Consideration of paying Legal Expenses for Freshwater Tissue Company.
9. **Adjourn Special Meeting**



ATTORNEYS AT LAW

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VIA E-MAIL & U.S. MAIL

January 22, 2015

Humboldt Bay Harbor, Recreation and Conservation District
601 Startare Drive
Eureka, CA 95501

Attention: Jack Crider, Executive Director

Re: Waiver of Possible Conflict of Interest

Dear Mr. Crider:

As you know, Nossaman LLP ("Nossaman") represents the Humboldt Bay Harbor, Recreation and Conservation District ("Harbor District") with respect to determining historical and allowable uses under the current Local Coastal Plan and identifying applicable permit processes for a Wood Chip Import/Export Facility at Redwood Terminal 2, Samoa Peninsula in Humboldt County, California.

VEK Industries, Ltd., dba Wonderland Nursery ("VEK Industries"), has asked Nossaman to provide consulting and legal services assisting clients with regulatory and land use approvals and local coastal permitting from the County of Humboldt, Humboldt Bay Harbor Recreation and Conservation District, and the California Coastal Commission related to the relocation of the client's nursery Harbor District owned land on the Samoa Peninsula in Humboldt County, California.

Rule 3-310 of the Rules of Professional Conduct, which governs all lawyers in California, requires, in part:

"(C) A member [of the Bar] shall not, without the informed written consent of each client:

(3) Represent a client in a matter and at the same time in a separate matter accept as a client a person or entity whose interest in the first matter is adverse to the client in the first matter."

"Informed written consent," as used in that rule, requires "the client's . . . written agreement to the representation following written disclosure;" and disclosure means "informing the client or former client of the relevant circumstances and of the actual and reasonably foreseeable adverse consequences to the client or former client." (Rule 3-310(A)(1), (2).)

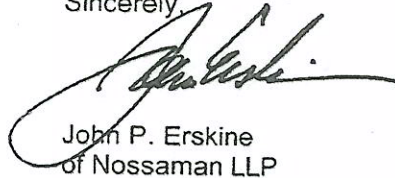
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If the Harbor District has no objection to Nossaman's representation of VEK Industries in the above-described matter, we request that you provide a written waiver of the conflict of interest. In connection with that request, we wish to explain the "relevant circumstances" and the "actual and reasonably foreseeable adverse consequences" to the Harbor District if it waives the conflict of interest. The relevant circumstances are essentially that lawyers in this firm have the duty to do their professional best to serve each client with total loyalty. This means that if the Harbor District waives the conflict we will, of course, represent VEK Industries zealously in the matter for which it seeks to retain us. At the same time, you can rest assured that we will not compromise our representation of the Harbor District in order to preserve our relationship with VEK Industries which would be in violation of our ethical duty to represent the Harbor District with "total loyalty."

If the Harbor District agrees that we may represent VEK Industries as described herein, please provide your written waiver of the identified conflict of interest. For its part, VEK Industries is also executing a waiver. Before signing the waiver, please consider whether the waiver is or is not in the Harbor District's interest. You may wish to consult independent counsel for this purpose.

If you agree to this waiver, please sign below and return a signed copy of this letter to us.

Sincerely,



John P. Erskine
of Nossaman LLP

JPE/dlf

cc: Bonnie Neely

ACCEPTANCE

On behalf of the Humboldt Bay Harbor, Recreation and Conservation District, I have read the foregoing letter and hereby acknowledge and understand the issues, I waive any actual or potential conflict of interest related to Nossaman's representation of VEK Industries, Inc., dba Wonderland Nursery.

Dated: January ____, 2015

Humboldt Bay Harbor, Recreation and
Conservation District

By: _____
Jack Crider, Executive Director