

MEMORANDUM

(Open Session Report)

State of Alaska

Department of Law

to: Board of Agriculture and
Conservation

Division of Agriculture,
Department of Natural Resources

DATE: May 18, 2016

FILE NO.: BAC general

TEL. NO.: (907) 269-3039

SUBJECT: AAG report for June
2, 2016 BAC meeting

FROM: Bob McFarlane
Assistant Attorney General
Commercial & Fair Business Section
Anchorage

PART 1: NON-CONFIDENTIAL MATTERS FOR OPEN MEETING SESSION

Disposal of Matanuska Maid Property: An offer for the purchase of the Matanuska Maid property in Palmer was made by Matanuska Brewing Company, LLC at the last meeting. The offer/purchase agreement could not be accepted due to the inclusion of certain terms that were beyond the legal authority of the board to accept. The board requested me to discuss the problem provisions with the buyer's attorney and to try and obtain an offer without the offending provisions. As a result of those discussions, changes have been made to the offer removing the offending provisions. The offer now on the table is for \$825,000 instead of \$800,000. Other changes to the offer have been made and those changes will require the board's review and approval. If the board accepts the revised offer it will need to make a best interest finding and give public notice of the proposed sale for comment. Once those formalities have been completed the board chair can sign the agreement. A copy of the offer/agreement and a draft best interest finding will be provided to board members prior to the meeting.

PART 2: CONFIDENTIAL MATTERS FOR EXECUTIVE SESSION

Open Meetings Act – A.S. 44.62.310(b)¹
Attorney Client Privilege - Alaska Evidence Code §503(b)²
Board of Agriculture and Conservation Statutes³

¹ A motion to convene in executive session must clearly and with specificity describe the subject of the proposed executive session. AS §44.62.310(b).

² Section 503(b) of the Alaska Evidence Code states in relevant part: "A client has a privilege to refuse to disclose and to prevent any other person from disclosing confidential communications made for the purpose of facilitating the rendition of professional legal services to the client..."

³ AS §03.09.040 authorizes the board to classify some loan and marketing information confidential.

ARLF Regulations⁴

Legal advice relating to modified offer and terms to be included in disposal documents.

⁴ ARLF Regulations at 11 AAC 39.061 makes most loan information confidential and 11 AAC 39.031(f) authorizes the board to meet in executive session to consider loan applications.