

# MEMORANDUM

(Open Session Report)

# State of Alaska

Department of Law

to: Board of Agriculture and  
Conservation

Division of Agriculture,  
Department of Natural Resources

DATE: August 27, 2015

FILE NO.: BAC general

TEL. NO.: (907) 269-3039

SUBJECT: AAG report for  
September 9, 2015 BAC  
meeting

FROM: Bob McFarlane  
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## **PART 1: NON-CONFIDENTIAL MATTERS FOR OPEN MEETING SESSION**

**Sale of Property to Alaska Farmer's Co-op:** The agreement and other documents for the sale of the Delta Junction properties to Alaska Farmer's Cooperative, Inc., have been reviewed by the co-op. The co-op has agreed to all of the terms but one. The co-op wants the shares of its preferred stock transferred to it outright rather than allowing ARLF to hold the shares as security. There are pros and cons to this request. Since discussion of those pros and cons necessarily require discussion of the co-op's confidential financial information that discussion should take place in executive session.

## **PART 2: CONFIDENTIAL MATTERS FOR EXECUTIVE SESSION**

Open Meetings Act – A.S. 44.62.310(b)<sup>1</sup>  
Attorney Client Privilege - Alaska Evidence Code §503(b)<sup>2</sup>  
Board of Agriculture and Conservation Statutes<sup>3</sup>  
ARLF Regulations<sup>4</sup>

<sup>1</sup> 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).

<sup>2</sup> 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..."

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

<sup>4</sup> 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.

Discussion and legal advice concerning request by Alaska Farmer's Co-op for changes to proposed sale agreement.