



**PORT OF WOODLAND  
Meeting Minutes  
September 21, 2017**

A regular meeting of the Woodland Port Commission was held on September 21, 2017 in Cowlitz-Skamania Fire District No. 7 Conference Room, 11670 Lewis River Road, Ariel, Washington. President Cline called the meeting to order at 3:00 P.M.

Those present were:	President	Paul Cline
	Secretary	Dale Boon
	Commissioner	Gerald Peterson
	Executive Director	Excused Absence
	Auditor	Carol Moore
	Legal Counsel	Earl Jackson
	Guests present:	See List

**CALL TO ORDER**

President Cline thanked Fire Chief Stuart for allowing the Port to use their conference room.

President Cline states that Executive Director Keene is excused from the meeting.

**OPENING REMARKS**

**A. Pledge of Allegiance**

**B. Approval of Agenda**

Discussion: Agenda will be amended as follows:

- Remove Minutes A August 30, 2017 Workshop
- Remove Minutes B August 31, 2017 Workshop

**Secretary Boon made a motion to approve the agenda as amended.  
Commissioner Peterson seconded the motion.**

**Vote was unanimous. The motion was carried.**

**PUBLIC COMMENT (5-minute limit)**

**A. Items ON the agenda**

None

**B. Items NOT ON the agenda**

Earl Jackson presents to the Commission for their review, a document, *Waiver of Conflict of Interest and Consent to Representation* (See Exhibit A).

**PUBLIC HEARING**

**A. Preliminary Budget for 2018**

At 3:09 P.M. President Cline recesses the regular meeting to go into public hearing.

No public comment.

At 3:10 P.M. President Cline re-convenes the regular meeting.

**MINUTES**

**A. August 30, 2017 Workshop**

Removed from agenda

**B. August 31, 2017 Workshop**

Removed from agenda

**C. September 7, Workshop**

**D. September 7, 2017 Regular Meeting**

**Secretary Boon made a motion to approve the minutes of the September 7, 2017 workshop and September 7, 2017 regular meeting. Commissioner Peterson seconded the motion.**

**Vote was unanimous. The motion was carried.**

**AUDITOR'S REPORT**

**A. Approval of Auditor's report of port finances**

**Secretary Boon made a motion to approve the Auditor's report of port finances, as presented. Commissioner Peterson seconded the motion.**

**Discussion: No changes to the Auditor's report.**

**Vote was unanimous. The motion was carried.**

**B. Approval of vouchers, warrants and electronic payments**

**Secretary Boon made a motion to approve vouchers, warrants and electronic payments 17346 through 17392, in the amount of \$122,865.01. Commissioner Peterson seconded the motion.**

**Vote was unanimous. The motion was carried.**

**ACTION ITEMS**

**A. Executive Director's Contract**

Discussion: Commission discuss Executive Director Keene's counter offer.

**Direction: Commission directs Earl Jackson to communicate with Executive Director Keene, their updated offer.**

**NEW BUSINESS**

None

**UPCOMING MEETINGS INFORMATION**

September 21, 2017 5:00 to 7:00 P.M. After Hours Hosted by USNR  
September 23, 2017 6:00 P.M. Ribbon Cutting Guild Klady Community Orchard  
October 4, 2017 (Hold) Special Meeting for Kuhn Road Acquisition  
October 5, 2017 1:00 P.M. Workshop 2018 Budget  
October 31, 2017 Chamber Lunch Meeting State of the Port Address  
November 2, 2017 1:00 P.M. Workshop Cowlitz Tribe – Partnership Development

**COMMISSIONERS REPORTS**

Discussion: President Cline would like to discuss the sponsoring of a table at the annual Gold Leaf Event.

**Direction: The Commission directs Executive Director Keene to contact the appropriate person and secure a table at the Gold Leaf Event.**

**ADJOURNMENT**

**Secretary Boon made a motion to adjourn. Commissioner Peterson seconded the motion. Vote was unanimous. The motion was carried.**

President Cline declared the Regular Meeting adjourned at 4:42 P.M.

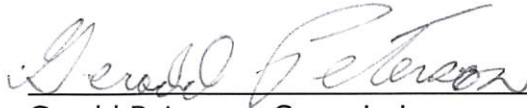
WOODLAND PORT COMMISSION



\_\_\_\_\_  
Paul Cline, President



\_\_\_\_\_  
Dale Boon, Secretary



\_\_\_\_\_  
Gerald Peterson, Commissioner

PORT OF WOODLAND

COMMISSION MEETING

September 21, 2017

GUEST LIST: Please sign your name and the organization you represent.

	<u>NAME</u>	<u>ORGANIZATION</u>
1.	<u>Gary Stewart</u>	<u>CSFD # 7</u>
2.	<u>Don Stewart</u>	<u>"</u>
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**WAIVER OF CONFLICT OF INTEREST  
AND CONSENT TO REPRESENTATION**

The Parties hereto, namely Shirley E. Bozorth, Trustee, and Louise M. Bozorth and David L. Bozorth, Successor Trustees of the LIVING TRUST AGREEMENT OF RALPH M. BOZORTH and SHIRLEY E. BOZORTH, dated October 11, 2002, (referred to herein as "Bozorth Trust") and the Port of Woodland, Washington (referred to herein as "Port"), hereby acknowledge and consent to Jackson, Jackson & Kurtz, Inc., P.S. (and the individual attorney members thereof collectively referred to hereinafter as "JJ&K") representation of the Bozorth Trust regarding the Port's acquisition of Cowlitz county real property owned by the Bozorth Trust. The Port will be represented by another attorney in regards to the property acquisition.

**Prior Representation**

Earl Jackson of JJ&K has represented both the Port and the Bozorth Trust as attorney at law for many years, and will continue to represent each client in other matters. This may result in a conflict of interest with respect to duties of loyalty and confidentiality.

Under the Washington Rules of Professional Conduct for attorneys it is permissible for an attorney to represent a client in spite of a conflict of interest with another client, if each client has been advised of the conflict of interest and the consequences of the conflict of interest. If each client gives informed consent to the representation by attorney of one client in writing, then the attorney may represent that client.

**Disclosure of Information**

An attorney has a duty of undivided loyalty and a duty of confidentiality to his client. In the course of JJ&K's representation of the Port in other matters, JJ&K may learn information about the property acquisition that would be helpful to the Bozorth Trust in connection with the property acquisition. JJ&K'S duties to the Port require it to keep all Port information confidential. JJ&K will not disclose any information learned about the property acquisition to the Bozorth Trust from its concurrent representation of the Port, unless explicitly authorized by the Port to do so.

**Limits to Representation**

As JJ&K has a duty of loyalty to both the Port and the Bozorth Trust, JJ&K will not represent the Bozorth Trust in any lawsuit against the Port, including, but not limited to, any condemnation lawsuit initiated by the Port. The Washington Rules of Professional Conduct for attorneys require diligent representation of clients, and JJ&K believes it could not diligently pursue litigation against the Port having represented it for many years in the past.

**Alternative to JJ&K Representation**

The Bozorth Trust is advised that it is free to seek another attorney at any time to represent it in relation to the Port property acquisition or any other matter, who could act on its behalf without a conflict of interest. In that event JJ&K would not act as attorney for the Port in relation to the property acquisition.

**Consent to Representation and Waiver of Conflict**

By signature below, the undersigned signators for the Bozorth Trust and the Port reflect their acknowledgement and understanding of the circumstances giving rise to the potential conflict of interest and of the possible consequences of the potential conflict of interest.

JJ&K RECOMMENDS THAT BOTH PARTIES OBTAIN INDEPENDENT LEGAL COUNSEL FROM A LAWYER OF THEIR CHOOSING TO REVIEW THIS INSTRUMENT.

This document confirms the Parties' informed consent to Bozorth Trust representation by JJ&K and their waiver of any conflict of interest claim.

The undersigned understand all of the foregoing and consent to JJ&K's representation of the Bozorth Trust set forth above.

**BOZORTH TRUST**

**PORT OF WOODLAND**

By: \_\_\_\_\_  
Shirley E. Bozorth, Trustee

By: \_\_\_\_\_  
Paul Cline, Commissioner President

Date: \_\_\_\_\_

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Louise M. Bozorth, Successor Trustee

By: \_\_\_\_\_  
Dale Boon, Commissioner Secretary

Date: \_\_\_\_\_

Date: \_\_\_\_\_

By: \_\_\_\_\_  
David L. Bozorth, Successor Trustee

Date: \_\_\_\_\_