

City of Cotati

Sonoma County, California



**NOTICE OF SPECIAL MEETING OF THE CITY COUNCIL OF THE CITY OF COTATI
WEDNESDAY DECEMBER 15 2010, 6:30 PM
City Council Chamber, City Hall, 201 W. Sierra Avenue
6:30 PM CLOSED SESSION and 7:00 PM STUDY SESSION**

NOTICE IS HEREBY GIVEN that a special meeting of the City Council of the City of Cotati will be held on Wednesday December 15, 2010. The meeting will begin with a Closed Session at 6:30 p.m. followed by a Study Session at 7:00 p.m., in the City Council Chamber at Cotati City Hall, which is located at 201 West Sierra Avenue, Cotati, California. The agenda of the meeting is:

1. 6:30 PM CALL TO ORDER (CLOSED SESSION) (CITY COUNCIL CHAMBER)

2. PUBLIC COMMENT (CLOSED SESSION)

Pursuant to California Government Code section 54954.3(a), members of the public wishing to address the Council may do so at the beginning of the special meeting, and such comments shall be limited to the closed session meeting topic(s).

3. CLOSED SESSION (CITY HALL CONFERENCE ROOM)

CONFERENCE WITH LABOR NEGOTIATORS (Government Code Section 54957.6)

Agency Designated Representative: Mayor Robert Coleman-Senghor or Council Member designee
Unrepresented Employee: City Manager

PUBLIC EMPLOYEE PERFORMANCE EVALUATION (California Government Code Section 54957)

Title: City Manager

4. 7:00 PM CALL TO ORDER (STUDY SESSION) (CITY COUNCIL CHAMBER)

5. REPORT OUT OF CLOSED SESSION

6. CONSENT CALENDAR

ACTION ON REQUEST BY CITY ATTORNEY FOR CONFLICT WAIVER

It is recommended that the City Council adopt a motion authorizing the City Manager to sign the request by City Attorney for Conflict Waiver.

7. STUDY SESSION

CAPITAL IMPROVEMENT PROGRAM

The City Council will discuss the City's Capital Improvement Program (CIP). No Action will be taken by the Council.

Pursuant to California Government Code section 54954.3(a), members of the public wishing to address the Council may do so at the beginning of the special meeting, and such comments shall be limited to the closed session meeting topic(s).

8. ADJOURNMENT

Certification of Posting of the Notice: I declare under penalty of perjury that I am employed by the City of Cotati and that I posted this notice on the bulletin boards of City Hall, Veterans' Memorial Building and the U.S. Post Office on or before Tuesday December 14, 2010

/s/ Tamara Taylor, Deputy City Clerk

City Council Agenda Consent Calendar

Subject: Request by City Attorney for Conflict Waiver

Date: December 15, 2010

Written By: Dianne Thompson, City Manager

RECOMMENDATIONS

It is recommended that the City Council adopt a motion authorizing the City Manager to sign the request by City Attorney for Conflict Waiver.

Background

Attached is a letter received from City Attorney Richard R. Rudnansky (a principal with Meyers Nave) requesting the City 's consent to Meyers Nave's representation of the County of Sonoma in connection with the submission of opinions to the State Revolving Fund Loan Program regarding debt obligations secured by the pledge of County sewer system revenues

Analysis/Discussion

This written consent is required due to the representation of the City by Meyers Nave in different and separate unrelated matters in which the County of Sonoma is adverse or potentially adverse.

Financial Considerations

There are no financial impacts to the City of Cotati.

Conclusion

Action to authorize City Manager to sign to consent of conflict waiver may be done by motion.

Attachment:

1. Letter from Meyers Nave dated November 4, 2010, re: Request for Conflict Waiver

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Santa Rosa, California 95401
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www.meyersnave.com

Richard R. Rudnansky
Attorney at Law
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meyers | nave

November 4, 2010

Dianne Thompson, City Manager
City of Cotati
201 West Sierra Avenue
Cotati, CA 94931

Re: Request for Conflict Waiver

Dear Ms. Thompson:

Meyers Nave has been asked to represent the County of Sonoma ("the County") in connection with the submission of opinions to the SRF Loan Program regarding debt obligations secured by the pledge of sewer system revenues.

We currently serve as City Attorney to the City of Cotati ("Cotati") and provide advice to Cotati concerning unfunded closure and post closure costs at Sonoma County Central Landfill and other Sonoma County solid waste facility sites in the matter of *Sonoma Landfill Liability Issues*. We also assist Cotati in the litigation *City of Santa Rosa v. Sonoma County Water Agency, et al.* In these matters, the interests of Cotati are potentially or actually adverse to those of the County and the County Water Agency.

We are writing to request your informed written consent to our representation of the County in connection with the submission of opinions to the SRF Loan Program regarding debt obligations secured by the pledge of sewer system revenues.

We anticipate that there may be future engagements with the County in other unrelated matters. During our engagement, we agree that we will not accept representation of the County to pursue interests that are directly or potentially adverse to your interests unless we obtain your written consent.

Rules 3-310(B), 3-310(C), and 3-310(E) of the California Rules of Professional Conduct provide as follows:

Rule 3-310(B): A member shall not accept or continue representation of a client without providing written disclosure to the client where:

- (1) The member has a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; or

- (2) The member knows or reasonably should know that:
 - (a) the member previously had a legal, business, financial, professional, or personal relationship with a party or witness in the same matter; and
 - (b) the previous relationship would substantially affect the member's representation; or
- (3) The member has or had a legal, business, financial, professional, or personal relationship with another person or entity the member knows or reasonably should know would be affected substantially by resolution of the matter; or
- (4) The member has or had a legal, business, financial, or professional interest in the subject matter of the representation.

Rule 3-310(C): A member shall not, without the informed written consent of each client:

- (1) Accept representation of more than one client in a matter in which the interests of the clients potentially conflict; or
- (2) Accept or continue representation of more than one client in a matter in which the interests of the clients actually conflict; or
- (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.

Rule 3-310(E): A member shall not, without the informed written consent of the client or former client, accept employment adverse to the client or former client where, by reason of the representation of the client or former client, the member has obtained confidential information material to the employment.

With regard to Rule 3-310(B), neither we nor, to the best of our actual knowledge, any member of our firm has or has had (i) any legal, business, financial, professional, or personal relationship with any party, witness, person, or entity or (ii) any interest in the subject matter of our representation of the County, disclosure of which is required by Rule 3-310(B), except for our past and current representation of Cotati, as described above.

With regard to Rule 3-310(C), our present representation of the County in connection with the matter described above will not result in our representing the County and Cotati the same matter. However, it will result in our representing the County in the matter first described above at the same time as we are representing Cotati in separate matters. Therefore, and since we have a professional duty of undivided loyalty to each current client, given our current and past representation of Cotati, we need the informed written consent of both the County and Cotati.

November 4, 2010

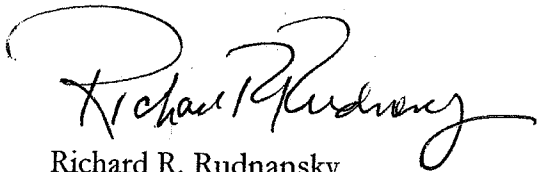
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With reference to Rule 3-310(E), we do not believe that we have obtained any confidential information from Cotati that would be material to the current matter in which we have been asked to represent the County.

We request that Cotati consider this written request carefully. If, after review and consideration of the foregoing, Cotati consents to our representation of the County in the captioned matter, please sign the enclosed copy of this letter and return it to me as soon as possible.

Please do not hesitate to call me if you have any questions or concerns about the foregoing.

Very truly yours,



Richard R. Rudnansky

RRR:rew

c: Conflicts Department

City of Cotati consents to the representation described above.

Dated:

City of Cotati:

By:

Its:

1537227.1

Capital Improvement Program staff report and background materials will be distributed at the meeting.

