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August 16, 2019

Via E-Mail and U.S. Mail

Anne Haley, Esq.
Managing Assistant City Attorney
Office of the City Attorney, City of Los Angeles
200 N. Main Street, 800 City Hall East
Los Angeles, CA 90012

Re: Request for Waiver of Potential Conflict Related to B&D Work on Project at the Port of Los Angeles

Dear Anne:

This letter follows up our recent emails regarding the request of Beveridge & Diamond, P.C. (“B&D”) for a conflict of interest waiver. As you know, B&D advises the City of Los Angeles (“City”) in connection with issues related to biosolids and related litigation. B&D has been asked to represent NuStar Energy (“NuStar”) with respect to its proposal to repair and make improvements to a dock (“the project”) at the Port of Los Angeles (“the Port”). NuStar currently is operating at the Port. B&D’s role will be limited to assisting NuStar with any environmental review that may be necessary under the California Environmental Quality Act (“CEQA”) related to the project.

The Port will be the “lead agency” under CEQA for the project, meaning that the Port will be providing the discretionary approvals to conduct the project, and will also be responsible for preparing any related environmental review documents under CEQA. A conflict between NuStar and the Port is unlikely because NuStar and the Port would likely be aligned in defending any discretionary approvals or the environmental review necessary for the project. Nevertheless, there is a potential for a conflict of interest between NuStar and the Port should there be a disagreement regarding either the discretionary approvals or the environmental review, thus giving rise to a need for this waiver.

Because of the potentially adverse interests of the Port and NuStar, we are required to seek the consent of both affected parties in order to undertake the new representation. NuStar has agreed to (i) waive any conflicts related to this matter; (ii) not object to B&D’s continued advice to and representation of the City regarding biosolids and related issues; and (iii) should there be



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litigation related to the Port project between NuStar and the City, B&D will not represent NuStar. NuStar will be signing a waiver letter memorializing these terms.

Further, per your request, B&D will create an ethical screen between B&D attorneys who work on City matters and those who will be undertaking the NuStar representation described in this letter.

We request that the City confirm that it also waives objections to any conflict of interest that may arise from B&D's representation of NuStar regarding the Port project while continuing to advise and represent the City on biosolids and related issues. Please reflect your confirmation of this conflict of interest waiver by signing a copy of this letter in the indicated space below and returning a signed copy to me.

Please feel free to call me if you have any questions regarding this letter. Thank you for your cooperation and consideration.

Sincerely,

James B. Slaughter

cc: Valerie Flores, Esq.
Adena Hopenstand, Esq.

* * * * *

REVIEWED AND AGREED:

By: _____
Anne Haley, Managing Assistant City Attorney
Los Angeles City Attorney's Office

Date: _____



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August 20, 2019

Via Electronic Mail

Anne Haley, Esq.
Managing Assistant City Attorney
Office of the City Attorney, City of Los Angeles
200 N. Main Street, 800 City Hall East
Los Angeles, CA 90012

Re: Supplemental Request for Waiver of Potential Conflict Related to B&D Work on
Project at the Port of Los Angeles

Dear Anne:

This letter is a supplement to our August 16, 2019 letter to you regarding the request of Beveridge & Diamond, P.C. (“B&D”) for a conflict of interest waiver. As we stated in our August 16 letter, B&D has requested a waiver of conflict of interest, on specified terms, to allow B&D to represent NuStar Energy (“NuStar”) with respect to its proposal to repair and make improvements to a dock (“the first project”) at the Port of Los Angeles (“the Port”). Soon after we sent our August 16 letter to you, we received a request from NuStar to assist them with a second project at the Port involving replacement of pipes to facilitate the transfer of material to an existing customer at the Port (“the second project”).

Subject to the same conditions identified in our August 16 letter, we request a waiver so that we may assist NuStar with the second project at the Port. Like the first project, B&D’s role will be limited to assisting NuStar with any environmental review that may be necessary under the California Environmental Quality Act related to the project.

Please reflect your confirmation of this additional conflict of interest waiver by signing a copy of this letter in the indicated space below and returning a signed copy to me.



Anne Haley, Esq.
August 20, 2019
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Please feel free to call me if you have any questions regarding this letter. Thank you for your cooperation and consideration.

Sincerely

A handwritten signature in blue ink that reads "James B. Slaughter".

James B. Slaughter

cc: Valerie Flores, Esq.
Adena Hopenstand, Esq.

* * * * *

REVIEWED AND AGREED:

By: _____
Anne Haley, Managing Assistant City Attorney
Los Angeles City Attorney's Office

Date: _____