



A Tradition of Stewardship  
A Commitment to Service

Agenda Date: 8/29/2017

Agenda Placement: 60

## NAPA COUNTY BOARD OF SUPERVISORS Board Agenda Letter

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**TO:** Board of Supervisors

**FROM:** Silva Darbinian for Minh Tran - County Counsel  
County Counsel

**REPORT BY:** Silva Darbinian, DEPUTY COUNTY COUNSEL IV - 259-8250

**SUBJECT:** Waiver of Potential Conflict for Goldfarb and Lipman regarding Napa Valley Community Housing

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### **RECOMMENDATION**

County Counsel and County Executive Officer request approval of and authorization for County Counsel to a sign consent waiving potential conflicts of interest in connection with Goldfarb & Lipman LLP's (Goldfarb) representation of the County in matters that also involve Napa Valley Community Housing (NVCH).

### **EXECUTIVE SUMMARY**

County Counsel and County Executive Officer request approval of and authorization for County Counsel to a sign consent waiving potential conflicts of interest in connection with Goldfarb & Lipman LLP's (Goldfarb) representation of the County in matters that also involve Napa Valley Community Housing (NVCH). Goldfarb does not represent NVCH in any transactions involving Napa County, but Goldfarb does occasionally represent NVCH in other unrelated affordable housing transactions.

### **FISCAL IMPACT**

Is there a Fiscal Impact? No

### **ENVIRONMENTAL IMPACT**

ENVIRONMENTAL DETERMINATION: The proposed action does not have the potential to create a physical change in the environment, nor a reasonably foreseeable indirect physical change, and is not a project as defined by 14 California Code of Regulations 15378 (State CEQA Guidelines) and therefore CEQA is not

applicable.

### **BACKGROUND AND DISCUSSION**

Napa Valley Community Housing ("NVCH"), a California nonprofit public benefit corporation. The County has received a request from the Reserve at Napa Senior Apartments, which is proposing to refinance the project and desires to have the County subordinate their existing \$500,000 loan to the new financing. One of the general partners of the Reserve is NVCH.

Goldfarb & Lipman LLP (Goldfarb) assists the County in the drafting of loan documents in connection with loans made from the County's Trust Fund for affordable housing projects. Because Goldfarb has an existing attorney-client relationship with NVCH, a potential conflict of interest exists. The State Bar Rules and Rules of Professional Conduct require Goldfarb to obtain a consent/waiver of potential conflict of interest from the County and from NVCH. NVCH is represented by counsel other than Goldfarb in connection with the Reserve at Napa Senior Apartments project.

Staff sees no actual conflict of interest. Staff recommends the County grant the Goldfarb & Lipman firm a waiver of any potential conflict of interest resulting from the drafting of documents for the above referenced project. Staff additionally recommends a waiver of potential conflicts of interest in connection with Goldfarb's representation of the County in matters that also involve NVCH. Goldfarb does not represent NVCH in any transactions involving Napa County, but does occasionally represent NVCH in other unrelated affordable housing transactions.

### **SUPPORTING DOCUMENTS**

None

CEO Recommendation: Approve

Reviewed By: Alice Hughey