



MICHAEL N. FEUER
CITY ATTORNEY

REPORT NO. R22-0119
April 8, 2022

REPORT RE:

**CONFLICT WAIVER FOR
SQUIRE PATTON BOGGS (US) LLP**

The Honorable City Council
of the City of Los Angeles
200 North Spring Street
City Hall, Room 395
Los Angeles, California 90012

Honorable Members:

This Office recommends that the City Council approve the conflict waiver request made by the law firm of Squire Patton Boggs (US) LLP ("SPB") in connection with its representation of Boston Capital Finance ("BCF") and its capital partner, Western Alliance Bank ("WAB").

Background

Squire Patton Boggs (US) LLP ("SPB" or "the Firm") has acted as outside counsel on matters primarily related to bond issuances, however SPB has not represented the City, and is not representing the City, as Bond Counsel on multifamily housing transactions. By the letter dated March 18, 2022, the Firm notified the City Attorney of a desire to represent BCF and WAB and/or its affiliates (collectively, "BCV/WAB") as purchaser's counsel with respect to the Southside Seniors project (the "Transaction"), with the understanding that Los Angeles Housing Department ("LAHD") is the seller in the Transaction.

The California Rules of Professional Conduct generally impose upon an attorney the duty to exercise independent professional judgment solely for the benefit of his or her client, free of compromising influences or loyalties. Rule 3-310 provides in pertinent part:

- (C) A member [of the Bar] 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.

SPB has stated the Firm will protect client confidences and privileged information gained in their prior representation of the City by establishing 'screening procedures' that ensure attorneys representing BCF/WAB will not communicate or share documents with SPB attorneys who have previously represented the City as Bond Counsel, and vice versa. Furthermore, no SPB colleague who represented the City as Bond Counsel on any prior matter will participate in the Transaction or communicate with the lead attorneys about the Transaction. Furthermore, SPB stated that they will not represent BCF and/or WAB in any litigation or other adversarial proceedings that may arise between BCF/WAB on the one hand and the City on the other without the express prior written consent of all concerned parties.

This Office has considered the facts and representations of caution and, in light of both, is assured the City will not be compromised by SPB's representation of BCF/WAB in the Transaction. We therefore recommend waiver by this Council.

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Recommendation

This Office respectfully requests that the City Council:

1. Waive the conflict caused by SPB's representation of BCV/WAB in the Transaction and authorize the City Attorney to execute a waiver to that effect.

If you have any questions regarding this matter, please contact the undersigned at (213) 978-8100. She or another member of this Office will be present when you consider this matter to answer any questions you may have.

Sincerely,

MICHAEL N. FEUER, City Attorney

By *Anne Haley*
ANNE HALEY
Assistant City Attorney