



COUNTY OF SONOMA

575 ADMINISTRATION
DRIVE, ROOM 102A
SANTA ROSA, CA 95403

SUMMARY REPORT

Agenda Date: 3/3/2026

To: The Board of Supervisors of Sonoma County and Board of Commissioners

Department or Agency Name(s): County Counsel and Community Development Commission

Staff Name and Phone Number: Joshua Myers, County Counsel, (707) 565-2421; Michelle Whitman, Executive Director, Aldo Mercado, Deputy County Counsel, (707) 565-2421

Vote Requirement: 4/5th

Supervisorial District(s): Countywide

Title:

Legal Services Agreements for Sonoma County Community Development Commission Affordable Housing Loan Transactions Counsel

Recommended Action:

- A) Authorize and Direct County Counsel and Sonoma County Community Development Commission to execute two legal services agreements for representation of the Sonoma County Community Development Commission with affordable housing loan transactions, each for a term of 3 years with a not-to-exceed per firm amount of \$900,000 with the following law firms: (1) Goldfarb Lipman, and (2) Burke Williams & Sorensen LLP.

- B) Adopt a Resolution authorizing budgetary adjustments to the Sonoma County Community Development Commission Year 2025-2026 adoption budget, increasing appropriations in the amount of \$239,307 to reflect additional revenue and expenditures.

Executive Summary:

This item requests authority for County Counsel to enter into legal services agreements with Goldfarb Lipman and Burke Williams & Sorensen, LLP for a three-year term with an amount not exceed \$900,000 per law firm.

Discussion:

County Counsel provides legal representation, advice and counsel to the County, its governing Board of Supervisors, County Departments, special districts, Sonoma County Community Development Commission (Commission) and other public agencies, as mandated and authorized by California statutes and local ordinances. From time to time, the County and Commission have retained various outside law firms to represent the Commission in a variety of legal matters. Outside law firms are retained only when County Counsel either does not have the capacity, lacks the expertise to handle these matters in-house, or has an ethical conflict. These law firms are assigned cases based upon their proven legal ability and specific experience with public entity representation.

The Office of Sonoma County Counsel, on behalf of the Commission, has used outside firms to provide specialized legal services to its clients primarily in the area of affordable housing transactions and closing and portfolio management, on an on-call, as needed basis. The Commission may contract with and utilize more than one outside counsel for such on-call legal services, but is not obligated to utilize any outside counsel, and

no work is guaranteed under any contract.

These two law firms will provide specialized legal support for affordable housing transactions and portfolio management to ensure compliance, enforceability, and timely closings. Services include drafting and reviewing a wide range of loan, funding, regulatory, and homeownership documents; supporting transactions through title and escrow review, closing coordination, recordation, and post-closing binders; and advising on construction financing and permanent loan conversions. The legal fees arising from affordable housing transactions are fully reimbursed to the Commission as part of the transaction closing costs.

Additionally, these firms will support ongoing portfolio management through regulatory interpretation, consent requests, and estoppels, as well as enforcement and workout strategies when issues arise. Key deliverables include finalized transaction documents, closing checklists and binders, compliance guidance, and updated legal templates as needed. These costs will be reimbursed to the Commission at the completion of the transaction for each project.

These two firms have been selected due to their expertise in affordable housing and familiarity with the unique requirements specific to Commission projects arising from regulations, financing, and compliance issues. These firms are widely respected and recognized for offering proven expertise that reduce risk, ensure compliance, and protect public resources helping avoid delays and funding issues on Commission projects.

Strategic Plan:

NA

Racial Equity:

Was this item identified as an opportunity to apply the Racial Equity Toolkit?

No

Prior Board Actions:

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FISCAL SUMMARY

Expenditures	FY25-26 Adopted	FY26-27 Projected	FY27-28 Projected
Budgeted Expenses	\$ 60,693	\$300,000	\$300,000
Additional Appropriation Requested	\$239,307		
Total Expenditures	\$300,000	\$300,000	\$300,000
Funding Sources			
General Fund/WA GF			
State/Federal			
Fees/Other	\$300,000	\$300,000	\$300,000

Use of Fund Balance			
Total Sources	\$300,000	\$300,000	\$300,000

Narrative Explanation of Fiscal Impacts:

The FY2025-2026 Adopted Budget includes \$60,693 in expenditure and revenue appropriations. Approval of this action would authorize an additional \$239,307 in expenditure and revenue appropriations, funded through developer reimbursements upon the close of escrow. There are two reasons for the budget changes. First, outside law firms modified their invoicing practices. Previously, invoices were reduced by credits for payments received directly from developers at close of escrow. Under the revised process, law firms now invoice the Commission for the full amount of monthly services, and the Commission subsequently receives reimbursement for eligible legal costs from developers at close of escrow. Second, the budget assumed that reimbursements received at close of escrow would offset or reduce the monthly payments made to law firms. However, total expenditures reflect the full cost of services provided, regardless of whether a portion of those costs is later reimbursed. As a result, actual legal costs have not changed; rather, the budget now reflects the full transaction amounts, inclusive of costs that are later reimbursed.

Staffing Impacts:			
Position Title (Payroll Classification)	Monthly Salary Range (A-I Step)	Additions (Number)	Deletions (Number)

Narrative Explanation of Staffing Impacts (If Required):

None.

Attachments:

1. Resolution - Budget Adjustment to Fiscal Year 2025-2026
2. Legal Service Agreement
3. Legal Service Agreement

Related Items "On File" with the Clerk of the Board:

None.