

HENRY A. GOODMAN
BBO # 201860
Public Reprimand No. 2022-19

**Order (public reprimand) entered by the Massachusetts Board of Bar Overseers of the
Supreme Judicial Court on July 29, 2022.**

SUMMARY¹

In 2018, the respondent was retained by the Board of Trustees of a condominium trust (the “Trustees”). The respondent consulted with the Trustees on a variety of matters, including disputes with the condominium Developer (the “Developer”) over alleged construction deficiencies and the parties’ respective liabilities for municipal taxes. The Developer was represented with respect to these disputes in part by a law firm located in Braintree (the “Braintree Firm”).

In September 2018, the respondent on behalf of the Trustees filed a civil complaint against the Developer in Norfolk County Superior Court. The Developer, represented by the Braintree Firm, filed an answer and counterclaims. During the summer of 2019, while the Superior Court case was ongoing, the respondent and the Braintree firm began discussing the possibility of the respondent becoming employed as an attorney at the Braintree firm. The respondent did not inform the Trustees of these discussions. Also during the summer of 2019, the Trustees and the Developer, through their attorneys, engaged in settlement communications.

In or about November 2019, the Trustees and the Developer executed a settlement agreement, which provided for the Developer to make certain repairs by a future date, for the parties to retain an independent accountant to review the municipal tax issue, and for the Superior Court action to be dismissed. After the settlement agreement was executed, the respondent continued to advise the Trustees with respect to the agreed-upon repairs and the municipal tax issue.

In January 2020, the respondent and the Braintree Firm entered into an agreement for the respondent to join the Braintree Firm effective April 1, 2020. The respondent did not inform the Trustees of this agreement, and he continued to represent the Trustees with regard to their disputes with the Developer.

On April 1, 2020, the Braintree Firm publicly announced that the respondent had joined the Braintree Firm. The respondent did not inform the Trustees that he had joined the Braintree Firm until April 28, 2020, when he advised the Trustees that he had a conflict of interest. The Trustees were harmed by not being advised of the conflict earlier because they were deprived of the opportunity to secure unconflicted counsel for their disputes with the Developer.

The respondent subsequently offered to withdraw from representing the Trustees, which he described as the “cleaner” approach to the conflict, but he also advised the Trustees that the conflict was waivable. This was incorrect; the conflict was not waivable because the respondent’s representation of the Trustees involved the assertion of claims by the Trustees directly against the Developer, which was now also his client. The Trustees informed the respondent they would agree to waive the conflict and, through September 2020, the

¹ Compiled by the Massachusetts Board of Bar Overseers’ Office of General Counsel based on the record of proceedings before the board.

respondent continued to advise the Trustees with regard to their ongoing disputes with and potential further litigation against the Developer. In October 2020, after the Trustees obtained new counsel, the respondent withdrew from the representation.

The respondent's conduct violated Mass. R. Prof. C. 1.7(a)(1) (conflict of interest where clients have directly adverse interests); 1.7(a)(2) (significant risk that personal interests will limit representation); 1.1 (provide competent representation); 1.3 (act with reasonable diligence and promptness); 1.4 (keep client reasonably informed); and 1.10 (imputed conflict).

The parties stipulated to a public reprimand for the misconduct. By vote dated July 11, 2022, the Board of Bar Overseers voted to impose a public reprimand.