

## Katherine Philippakis

Partner

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Katherine Philippakis is chair of Farella's Wine Industry Group. She works from both the firm's St. Helena and San Francisco offices, and has a diverse real estate, corporate, and land use practice with a focus on the wine industry. In a sentence, Kay is a grape-to-glass wine practitioner who helps her clients buy, sell, develop, and operate California wineries and vineyards.

Kay advises a broad range of clients including privately and publicly owned wineries, vineyards, and other industry-related businesses. She represents clients in complex real estate and corporate transactions, including acquisitions and dispositions, development, financing, management, and leasing of winery and vineyard properties. Her practice extends to counseling clients through the various land use, environmental, and beverage alcohol regulatory and diligence issues presented by wine-related development projects. In addition to her winery practice, Kay also maintains a general land use practice focused on obtaining use permits and other entitlements for renewable energy, hospitality, commercial/industrial, and residential uses.

She is renowned for being an exceptionally good big-picture strategist, one who can appreciate and work with the major issues at 30,000 feet while also scrutinizing the details that really matter. She has particular expertise in counseling international clients who seek involvement in the California wine industry, as well as private equity companies who see a wine-related business as a potential investment vehicle. Kay is one of a handful of practitioners on every client's shortlist in the Napa and Sonoma regions when it comes to the wine business.

While many of her matters are confidential, Kay has handled winery transactions valued in the hundreds of millions. She also assists cult, luxury, and premium wine brands with their efforts to protect or grow their businesses by acquiring or divesting assets (e.g., brands, vineyards, and production facilities), renegotiating with lenders, developing brands, and increasing debt or equity investments. With both land use and real estate expertise, she fully understands the deal implications of a winery's entitlements, as well as understanding how real estate and title matters may constrain or magnify the land use potential of a property. The wine business is one of the most enticing of California industries, and Kay is a go-to person for both new and established vintners, growers, and wine-related businesses.

Kay served as president of the Napa County Bar Association and served on the City of St. Helena Planning Commission for nine years, with five years as its chairman.

### Distinctions

- *Daily Journal*, "Top Women Lawyers" in California (2015-2018, 2022)
- *Best Lawyers in America*, Real Estate Law (2018-2025)
- Best Lawyers of America, Lawyer of the Year Award (Santa Rosa) - Real Estate Law (2023)
- *The Legal 500 United States*, Recommended in Real Estate - Land Use/Zoning (2016, 2018-2019)
- *Daily Journal*, Top 25 Women Corporate and Transactional Lawyers (2011)
- *North Bay Business Journal*, Women in Business Award (2012)

### Services

- Real Estate
- Land Use / Development
- Wine
- Private Client
- Consumer Products + Manufacturing
- Energy + Infrastructure

### Education

- Arizona State University (J.D., 1997)
  - . Articles Editor, *Arizona State Law Journal*; Order of the Coif and Order of the Barristers
- Arizona State University (Ph.D., 1998)
  - . Political Science
- Oxford University (M.Litt., 1994)
  - . Politics
- University of St. Andrews (M.Phil., 1991)
  - . Philosophy
- Harvard University (A.B., 1989)
  - . *magna cum laude*
  - . Government

### Bar Admissions

- Arizona
- California

### Clerkships

- U.S. Court of Appeals (Arizona), S. Grant

## **Memberships and Affiliations**

- President, Napa County Bar Association (2022)
- Member, International Wine Lawyers Association (IWLA/AIDV)
- Member, Commanderie de Bordeaux
- Member, Napa Valley Grapegrowers
- Former member and chairman, City of St. Helena Planning Commission

## **Experience**

### **Acquisition of Virginia's RdV Vineyards**

Represented the Bouygues family's winery enterprise, SCDM Domaines, in its purchase of RdV Vineyards in Virginia. SCDM Domaines owns a number of winery holdings in France, including the famed Chateau Montrose. The acquisition of the 93-acre RdV Vineyards winery property in Delaplane, Virginia from Rutger de Vink represents the first investment by a Bordeaux company in an East Coast winery.

### **Represent Miller Family on Sale of The Silverado Vineyards**

Represented the Miller family on the sale of Napa Valley luxury wine producer The Silverado Vineyards to Foley Family Wines. The sale included a 73,000-square-foot winery and 300 acres of vineyards across Napa's Stags Leap District, Coombsville, and Yountville wine regions.

### **Far Niente Family of Wineries & Vineyards**

Represented Napa Valley luxury wine producer Far Niente Family of Wineries & Vineyards in its acquisition of the Provenance Vineyards real estate in Rutherford, Calif. from Treasury Wine Estates. Far Niente purchased the property as the new home for its Bella Union brand. Farella also advised Far Niente on the concurrent sale of the Provenance brand and inventory to Lodi, Calif.'s Thomas Allen Vineyard & Wines.

### **Diamond Creek Winery**

Represented the family of the late Boots Brounstein on the sale of their Diamond Creek Winery in Calistoga, Calif. to French Champagne producer Maison Louis Roederer.

### **Talbott Vineyards**

Represented Talbott Vineyards in its sale to E&J Gallo.

### **Grgich Hills Cellars**

Obtained a use permit and variance from Napa County to allow this premium winery to convert an existing residence on an adjacent property into a new hospitality center for the existing winery. The new facilities will accommodate up to 150 visitors per day for private events such as dinners and wine-education programs.

### **Sale of 7 Deadly Wine Brand**

Represented Michael David Winery in the sale of its 7 Deadly Lodi Zinfandel brand to The Wine Group. The sale included 7 Deadly Zins, the #1 Zinfandel brand in the United States, and 7 Deadly Red.

### **Price Family Vineyards**

Handle winery's general business matters, as well as acquisition matters for its owner, Bill Price, including Price's investments in ultra-premium Kistler Vineyards.

#### **Duckhorn Wine Company**

Represented Duckhorn Wine Company on diligence matters relating to its acquisition of Kosta Browne Winery.

#### **Michael David Winery**

Represented Lodi-based Michael David Winery in its purchase of a historic Geyserville winery, tasting room and vineyards from Silver Oak Cellars.

#### **People v. MJA Vineyards, LLC**

Representing a Napa vineyard owner in a code violations case for building a wine cave without a permit. Negotiated a favorable civil settlement and avoided criminal charges.

#### **Hop Kiln Winery Acquisition**

Serves as outside general counsel for and represented Justin Vineyard & Winery, a subsidiary of The Wonderful Company, in the acquisition of Sonoma's Hop Kiln Winery in Healdsburg, California. The Hop Kiln Winery is one of the most historically significant agricultural buildings in Sonoma County and had fallen into disrepair under previous ownership. Farella assisted with the acquisition of the property and now leads a team of consultants with expertise in historic rehabilitation. The team was successful in obtaining permission to perform a seismic upgrade and rehabilitation of the historic kiln structure and in obtaining a pending use permit that will allow the owners to move forward with a complete remodel of the interior of the hop kiln structure, as well as the construction of a new winery production facility on the site.

#### **Circle S Ranch Acquisition**

Represented the Read family in its acquisition of Napa's Circle S Ranch.

#### **Tesseron Vineyards**

Represented Tesseron Vineyards, a subsidiary of Chateau Pontet-Canet, in its acquisition of the Robin Williams vineyard estate.

#### **Kenwood Winery Acquisition**

Represented Pernod Ricard in its acquisition of the Kenwood Winery.

#### **Stony Hill Vineyard**

Represented Stony Hill Vineyard in its sale to Long Meadow Ranch.

#### **Acquisition of Far Niente**

Represented GI Partners on diligence matters relating to its acquisition of Far Niente winery.

#### **Fisher Vineyards**

On behalf of our client, Fisher Vineyards, we prevailed upon the City of Calistoga to abandon an attempt to bring certain vineyard land from the unincorporated County into the City's sphere of influence, thus preventing the City from annexing that land into the city and preserving the viability of the land for agricultural purposes.

#### **The Geysers, Lake and Sonoma Counties**

Representing Calpine Corporation in connection with environmental, permitting and land use issues associated with its 725-megawatt Geysers geothermal facilities including federal lease and license renewals under NEPA, and County land use/permitting proceedings under CEQA in Lake and Sonoma Counties. We

also developed environmental and emergency response actions relating to wildfires.

## Publications

July 17, 2023

**Add Value to Your Winery by Monetizing Land Use Entitlements**

*Wine Industry Advisor*

July 11, 2023

**Building a Wine Brand With Dana Sexton Vivier**

*Uncorked With Farella*

July 7, 2023

**Art of the Real Estate Deal With Bart Araujo**

*Uncorked With Farella*

July 6, 2023

**M&A in the Wine Industry With Robert Nicholson**

*Uncorked With Farella*

March 10, 2023

**State Minimum Fire Safe Regulations Go Into Effect April 1, 2023**

October 28, 2022

**Green in a Sea of Red: Winery Sales Are a Continuing Safe Haven in Rough Waters**

*Wine Industry Advisor*

May 17, 2022

**Napa County Land Use Update: What You Should Know About Developments in the Local and State Regulatory Arena (Webinar)**

*Wine Industry Education Series*

August 2, 2021

**How Changes to California's Fire Regulations Could Affect North Coast Housing Projects**

*North Bay Business Journal*

July 29, 2020

**20th Annual Wine Industry Conference**

*North Bay Business Journal*

April 7, 2020

**CARES Act Money for Wineries? (Updated)**

September 19, 2019

**How Napa County Seeks to Streamline the Winery Permit Process**

*American Vineyard*

August 1, 2019

**How Napa County Seeks to Streamline the Winery Permit Process**

11/1/2018

**Smoke Gets In Your Eyes: Legal Strategies for Smoke-Exposed Grapes**

2/9/2018

**Selling Your Winery? 7 Issues to Consider Before Putting Your Winery on the Market**

*North Bay Business Journal*

2/2/2017

**How Wine Sellers Risk Licenses by Using Third-Party Providers**

*North Bay Business Journal*

4/27/2015

**Breather Needed on Proposed Winery Restrictions**

3/24/2015

**Arsenic in Wine: What You Need to Know About the Class Action Claims**

4/11/2011

**In Wake of Zip Code Decision, Wineries, Retailers Should Adjust**

*North Bay Business Journal*

1/17/2011

**Regulators Outline Rules for Pouring Wine at Charity Events**

*North Bay Business Journal*

8/23/2010

**Winery Tasting Rooms: Zoning, Licensing and Leasing Considerations**

5/27/2010

**The CARE Act and the Commerce Clause: How Congressional Silence Can Impact Review of State Regulation of Alcohol**

5/18/2009

**Growers: Protecting Yourself Against Winery Insolvencies**

12/24/2008

**San Francisco Land Use Updates**

7/9/2008

**Alternatives in Wine Finance Webinar**

## Outside the Office

Kay is fond of Golden Age detective novels, eighteenth century Greek and Ottoman textiles, and Victorian painting and illustration. She likes to cook, swim, travel and go camping with her two young sons. Having lived in St. Helena for nearly twenty years, she is a longtime supporter of We Care Animal Rescue, the St. Helena no-kill shelter.