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September 3, 2008

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STAFF GENERAL COUNSEL

Michael Nardone
Vice-President
URS Corporation Southern
7650 Corporate Center Drive
Suite 401
Miami, FL 33126

RE: REQUEST FOR ADVISORY OPINION RQO 08-35

Dear Mr. Nardone:

The Commission on Ethics and Public Trust considered your request for opinion at its meeting on August 28, 2008 and rendered its opinion based on the facts stated in your request.

You requested an opinion regarding whether URS may serve as a member of a design-build team for Cruise Terminal A while serving as bond engineer for the Seaport.

In your request, you informed the Commission that the Port of Miami is planning to build a new cruise terminal complex to accommodate a mega-vessel commissioned by NCL. The cruise terminal will consist of a three story passenger terminal, a berthing zone connecting the ship to the third level of the terminal and an intermodal area for buses, limousines and taxis as well as a surface parking lot. The Seaport is looking for a team to provide design-build services on the project. The Port of Miami anticipates that the project will be advertised in the fall and awarded in early 2009.

URS is currently serving as bond engineer for the Seaport. The three-year contract

will expire in March of 2009. The scope of services requires the firm to inspect the Seaport facilities; submit recommendations on maintenance, repair and operation; recommend necessary revisions to rates, fees, rentals and other charges for debt service and review port projects for adherence to requirements of funding sources.

The Ethics Commission found that URS Corporation Southern may serve as a member of a design-build team for Cruise Terminal A as long as the firm does not have any oversight responsibilities for the project in its capacity as bond engineer or if the firm's service as bond engineer has ended prior to the issuance of a Notice to Proceed on the cruise terminal project.

The Ethics Commission has opined that certain contractual arrangements create an inherent conflict of interest and should be determined prior to award. For example, a conflict exists if a contractor has overlapping responsibilities on different phases of the same project (i.e. AE on one phase of the project and serving as value engineer, CIS or CM partner on another phase of the project; supervisor or prime on one phase of the project and subcontractor on another or related phase or project). Further, a conflict may exist if there are overlapping roles or responsibilities between two related contracts. These arrangements create conflict because they lead to disclosure of confidential information and impair independent judgment by the contractor in the performance of its contractual obligations.

Under the Ethics Commission's prior opinions, URS only has a conflict of interest if the firm is assigned any oversight responsibility for the Cruise Terminal program in its capacity as bond engineer. Since the majority of work related

to the Seaport's Capital Development program is being undertaken by another consultant, URS does not presently have a conflict of interest. Moreover, the current bond engineering contract may expire prior to commencement of work on the Cruise Terminal. Therefore, URS may serve as a member of design-build team and serve as bond engineer.

However, if the bond engineering is extended or renewed, URS must submit quarterly reports to the Ethics Commission regarding any work orders to ensure that there are no overlapping responsibilities for as long as the firm serves in both capacities.

This opinion construes the Conflict of Interest and Code of Ethics ordinance and is not applicable to any conflict under state law. Please contact the State of Florida Commission on Ethics for any questions regarding state law.

If you have questions regarding this opinion, please contact the undersigned at (305) 579-2594 or Ardyth Walker, Staff General Counsel at (305) 350-0616.

Sincerely Yours,

A handwritten signature in cursive script, appearing to read "Robert Meyers", with a long horizontal flourish extending to the right.

ROBERT MEYERS
Executive Director