
INQ 15-283 Friedman

From: Centorino, Joseph (COE)

Sent: Tuesday, December 22, 2015 2:53 PM

To: 'Chad Friedman'

Cc: Sanchez, Gerald (CAO); Shy, Eugene (CAO); Perez, Martha D. (COE); Diaz-Greco, Gilma M. (COE); Bonzon-Keenan, Geri (CAO); Richard Jay Weiss (RWeiss@wsh-law.com)

Subject: INQ 15-283 Chad Friedman, Esq., Member, Jackson Health System General Obligation Bond Citizens' Advisory Committee (Voting Conflicts, Conflicts of Interest)

Mr. Friedman:

You have inquired regarding whether any prohibited conflict of interest would occur in connection with your being a voting member of the Jackson Health System General Obligation Bond Citizens' Advisory Committee ("the Committee"), where your employer, Weiss Serota Helfman Cole Bierman & Popok, P.L., a law firm, may be representing a subcontractor on a bond project that has been recommended by the Committee. The Committee was created by Miami-Dade County Ordinance, Section 2-2129 *et seq.* of the Code, to advise the County Commission, Public Health Trust and Mayor regarding the JHS General Obligation Bond program. It is charged with monitoring the bond program, reviewing recommendations regarding use of bond funds made by the JHS, participate in PHT committee meetings regarding the bond-funded facilities and construction, provide periodic reports and advice to the BCC, PHT and Mayor regarding the bond projects. Its authority is purely advisory, and it has no authority to make final decisions concerning any such projects. You are a partner at a law firm which includes attorneys who are registered lobbyists in the County. However, you do not have any equity or shareholder interest in the firm, nor do you have any financial interest in any other business entity likely to come before the Committee or be affected by any decision of the Committee.

You have proffered that your firm will be representing a subcontractor on one of the projects recommended by the Committee, although you personally would not be involved in doing any of the legal work connected to that representation. The Committee plays no role in the selection of contractors or subcontractors on the bond projects, and is limited to providing recommendations in connection with the projects that are selected prior to any advertised bid, RFP or RFQ. In voting on a recommendation for a specific project, you would have no idea at that point whether your firm would be subsequently representing any contractor, subcontractor or other party in interest on any contract between the County and a private firm for the completion of any recommended project. You do not anticipate that your law firm would at any time be appearing before your advisory Committee OR the Public Health Trust regarding any recommended project.

Under Section 2-11.1(v) of the County Ethics Code, you would have a prohibited conflict of interest on a matter presented to your advisory board if you would be directly affected by the action of the board AND you had any of the following relationships with any of the persons or entities appearing before the board: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary; or (ii) stockholder, bondholder debtor or creditor. Based on your lack of any ownership or financial interest in any firm likely to be appearing before your board, I do not anticipate that you would have any voting conflicts. If circumstances should change, however, you should seek an ethics opinion from this agency if you think a conflict could arise in any given situation.

Under Section 2-11.1(c) and 2-11.1(d) of the Code you could not contract with the County personally or through a firm in which you or a member your family had a controlling financial on any matter coming before the Committee. Under the

circumstances presented by you, where you have no such financial interest, nor will your employer be coming before the Committee, I do not see any conflict under the aforesaid section.

Section 2-11.1(j) of the Code would prohibit you from having any employment which would impair your independence of judgment in the performance of your public duties. While there is no anticipated circumstance at this point that would implicate this section, if your law firm were to become involved as a lobbyist County matters pertaining to the PHT, that might conceivably raise an issue in the future. I suggest that you be attentive to whether your firm's ongoing or known involvement with firms that could be affected by or involved in bond project work might affect your judgment in any given matter.

Section 2-2131(f) of the Code, which is not part of the County Ethics Code but which creates and empowers the Committee on which you sit, has an additional provision that should be considered: "...neither Members of the Advisory Committee nor their employers nor corporations in which they hold an ownership stake may, as determined by the Commission on Ethics, may seek to bid on projects at Public Health Trust Designated Facilities, whether funded by the Bond Program or other sources, during the Advisory Committee Member's term on the Advisory Committee or for two (2) years after said individual leaves Advisory Committee Membership." This provision imposes a stricter standard on the members of the Committee than those imposed by any of the provisions included under the Ethics Code. In effect, it would bar your employer from seeking or bidding on any project at a PHT facility, regardless of whether it is part of the bond program or is the subject of any recommendation by the Committee. Since your firm does not at this point represent or lobby for any firm directly at the Public Health Trust, this does not raise any immediate issue. However, should that occur in the future, I would recommend that you or someone at your firm request an opinion from this agency to address that issue.

Accordingly, under the circumstances related above, I do not find that there is any prohibition regarding your service on the JHS GOB Advisory Committee.

Sincerely,

Joseph M. Centorino

Executive Director and General Counsel
Miami-Dade Commission on Ethics and Public Trust
19 W. Flagler Street, Suite 820
Miami, FL 33130
Tel: (305) 579-2594
Fax: (305) 579-0273
ethics.miamidade.gov



From: Chad Friedman [<mailto:cfriedman@wsh-law.com>]

Sent: Wednesday, December 16, 2015 9:13 AM

To: Centorino, Joseph (COE) <CENTORI@miamidade.gov>

Subject: Ethics Question

Hi Joe,

Good talking to you today. I am an appointed member of the Jackson Health System General Obligation Bond Citizens' Advisory Committee (the "Committee"). A link to the ordinance creating the Committee is below. This is an advisory Committee. Our role is to review projects and advise whether we believe the projects meet the criteria for use of General Obligation Bond funds. Once we review a project, the project goes for final approval before the Public Health Trust. The procurement and selection of contractors for the projects occurs after the Committee provides advisory review and the Public Health Trust gives final approval of the project. The procurement and selection process is handled by the Jackson staff and the Public Health Trust. Therefore, the Committee does not have any role in the selection of the contractors or the procurement process relating to the projects. My firm was recently contacted to assist a potential bidder in preparing a response to a RFP for a project that was given advisory approval by the Committee and final approval by the Public Health Trust. Does my involvement on the Committee preclude my firm from this representation? I will not be working on this matter. Please let me know. Thank you.

<http://www.miamidade.gov/govaction/legistarfiles/MinMatters/Y2014/141394min.pdf>

Chad Friedman

Partner



2525 Ponce de Leon Blvd., Suite 700 | Coral Gables, FL 33134

P: (305) 854-0800 F: (305) 854-2323 wsh-law.com | [vCard](#)



THINK BEFORE YOU PRINT

This message, together with any attachments, is intended only for the addressee. It may contain information which is legally privileged, confidential and exempt from disclosure. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution, use, or any action or reliance on this communication is strictly prohibited. If you have received this e-mail in error, please notify the sender immediately by telephone (305) 854-0800 or by return e-mail and delete the message, along with any attachments.

Tax Advice Disclosure: To ensure compliance with requirements imposed by the IRS under Circular 230, we inform you that any U.S. federal tax advice contained in this communication (including any attachments), unless otherwise specifically stated, was not intended or written to be used, and cannot be used, for the purpose of (1) avoiding penalties under the Internal Revenue Code or (2) promoting, marketing or recommending to another party any matters addressed herein.