

Sanchez, Rodzandra (COE)

From: Diaz-Greco, Gilma M. (COE)
Sent: Monday, December 11, 2017 10:04 AM
To: Sanchez, Rodzandra (COE)
Subject: Victoria Mendez, Esq., City Attorney, City of Miami (Voting Conflicts) INQ 17-277

INQ 17-277 Mendez

From: Ethics (COE)
Sent: Friday, December 08, 2017 4:32 PM
To: 'Mendez, Victoria' <VMendez@miamigov.com>
Cc: Gomez, Marta <martagomez@miamigov.com>; Perez, Martha D. (COE) <Martha.Perez2@miamidade.gov>; Ethics (COE) <ethics@miamidade.gov>; Alban, Xavier E. <XEAlban@miamigov.com>; Turay, Radia (COE) <Radia.Turay@miamidade.gov>; Diaz-Greco, Gilma M. (COE) <Gilma.Diaz-Greco@miamidade.gov>
Subject: INQ 17-277 Victoria Mendez, Esq., City Attorney, City of Miami (Voting Conflicts)

Victoria,

This is in response to the four scenarios you have posed in regard to possible voting conflicts involving an elected official in the City of Miami. Voting conflicts involving elected officials who are members of a municipal governing body, such as the Miami City Commission, are governed by Section 2-11.1(d) of the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (The voting conflict provision in this section applies only to governing bodies, not to individual officials, e.g. a Manager or Mayor who is not a board member or to members of advisory and quasi-judicial boards, which are subject to a different section of the County Ethics Ordinance, Section 2-11.1(v)). Elected officials, as well as municipal employees and board members, are also subject to the State of Florida Code of Ethics in Chapter 112, Florida Statutes. This opinion is limited solely to the interpretation of the County Code.

The elected official (presumably a member of the City Commission) is an attorney and is employed by a law firm as “of counsel.” It is understood that the elected official is paid on a salaried basis, and has no ownership interest in the firm and receives no share in its profits. The firm has in excess of 300 attorneys with 10 offices throughout the country. Each scenario involves a potential situation in which a client of the firm, whom the elected official has not represented in the past, has a pending legal matter involving the City.

Scenario 1: Another attorney in the same firm is appearing before and lobbying the City Commission and/or individual members of the City Commission on behalf of one of the firm’s clients.

This would create a voting conflict under Section 2-11.1(d) because the position of the elected official with the private law firm representing a client before the board on which the official sits may be considered that of “of counsel” or “employee,” which are among the relationships specifically referenced in that section as creating a voting conflict if the entity in question “would or might be directly or indirectly affected” by the action. There is also a “reasonable possibility” that the elected official “would or might, directly or indirectly, profit or be enhanced by the action” due to the potential impact on the firm that employs the official. See RQO 15-04.

Please note also that, in the event that the elected official were to be a partner in the firm or to receive compensation from the firm or client concerning the issue coming before the board, this would create a prohibited appearance under Section 2-11.1(m)(1) of the County Code. The elected official’s firm would be prohibited from appearing before the Commission under such circumstances. See RQO 07-08

Scenario 2: A client of the law firm that employs the elected official (Commission member) as “of counsel” is appearing before the City Commission and/or individual members of the City Commission. However, the client is being represented by another firm in this specific matter before the City Commission, not by the firm that employs the elected official.

It is my opinion that, under these circumstances, there would likely be a voting conflict of interest for the official to vote on or participate in this item. Although it is not his firm that is representing the firm on this specific item, it remains that the client is a current client of the firm. Actions taken by a public official who happens also to be a member of the firm that could directly or indirectly affect a current client may also be considered to fall within the prohibitions of Section 2-11.1(d). There could be an indirect effect on the firm insofar as the official’s action on item could affect the client’s relationship with his firm. Also, it could also fall within the ambit of the provision of that section that provides that there is a voting conflict if the official “would or might, directly or indirectly, profit or be enhanced by the action...” The potential impact on the official’s relationship with the firm, in a situation where the official is in a position to help or hurt an existing client of the firm, represents a possible profit or enhancement of his own position with the firm.

It is possible, depending on various factors, that a voting conflict might not be found under some set of given facts involving a client of an official’s law firm coming before board on which the official sit. The importance of the client to the firm; the size of the firm and the number of clients it has; the extent of the familiarity of the official with the client; the remoteness, geographical and otherwise, of the client from the particular office and practice in which the official is involved; the visibility of the elected official in the firm’s practice, stationery and website; the awareness of the official that a particular party is a client (as well as the awareness of the client that the official is associated with the firm); the business or financial relationship between the official’s firm with the firm appearing before the board; these and possibly other factors would have to be considered. These are fact-specific matters and cannot be adequately assessed in a general opinion such as this one. Unless an opinion is sought and received that indicates otherwise, it should be presumed that a conflict is present in this scenario.

Scenario 3: Another attorney from the same law firm that employs the official as “of counsel” is representing a client of the firm in litigation adverse to the City of Miami.

In this situation there is a voting conflict of interest under Section 2-11.1(d) for both of the reasons cited in Scenarios 1 and 2. There is likely to be an effect on the law firm in which the elected official is an “employee” as well as “of counsel”, thereby triggering the automatic voting conflict. There is also a reasonable possibility that the elected official “would or might” profit or be enhanced in his relationship with the firm.

Scenario 4: The City of Miami is considering a matter that will affect the business interests of one of the law firm’s clients, but the law firm is not involved in the representation of the client, and its representation is unrelated to the matter before the City Commission. It is presumed from this scenario that it is distinguished from Scenario 2 above by the fact that its representation of the client in this scenario is unrelated to the pending matter, whereas in Scenario 2 the matter was probably referred to another firm to handle the representation.

The distinction between this Scenario and Scenario 2 is not clear, but appears to be that the official’s law firm does not practice in the area that involves the issue before the City Commission. In my opinion, this would not present a significant enough change to alter the opinion provided in Scenario 2. There would still likely be a voting conflict. The client is a client of a firm that employs an elected official. It is likely that the firm is well aware of the elected official’s position in the firm based on the official’s visibility in the City, the elected official’s presence on the masthead of its stationery or on its website, or through the client’s regular contact with the firm. It is not unusual for law firms to employ public officials to enhance their own prominence, as well as to attract and keep client business. A client being aware that the voting official is a member of the same firm that has an existing business relationship with the client provides a common basis on which to approach or lobby that official, as well as a basis on which to anticipate a favorable attitude towards the client. For the official to consider voting against the interests of the client of his employing law firm creates a reasonable possibility that such action would have an effect on the official’s relationship

with the law firm. Section 2-11.1(d) is stricter than the State Ethics Code in providing for a voting conflict where the official “would or might, directly or indirectly, profit or be enhanced by the action...”

I am not persuaded that this scenario is completely analogous to the facts in INQ 05-115, cited in your email, regarding the appearance before an official sitting on a governing board, who is employed as an agent with a large insurance company, of a client of other agents within that insurance company. It is unlikely, in my opinion, that the employment by that official as an insurance agent with a large insurance agency would be as visible to a client, or would be as recognizable by a client with whom the official had no dealings. Also, the status of an attorney as a member of a law firm and an attorney’s relationship and professional interactions with other attorneys in the same firm is of a markedly different nature than those among insurance agents.

There is also a significant practical problem in distinguishing the various situations where a firm does not represent a particular client on a particular matter, as presented in Scenarios 2 and 4. There may be a question about the business or relationship between the different firms involved. There may be a referral fee or some type of reciprocity involved where the firm refers a client to another firm. The problem of making factual distinctions in determining the basis for a firm’s non-involvement with a particular client matter, as well as the possibility of manipulation by a firm to minimize the firm’s involvement in a specific client matter for the purpose of avoiding the appearance of a conflict, presents unique obstacles to the formulation of an all-encompassing rule that would fit all scenarios.

As in Scenario 2 above, a conflict should be presumed in Scenario 4 in the absence of an opinion to the contrary, provided under the particular circumstances presented.

In the event that there is a voting conflict on any matter, Section 2-11.1(d) would require the official in question to announce the conflict publicly before the vote, leave the chambers during the discussion and abstain from the vote, and declare the conflict in writing on State Form 8B filed with the Clerk within 15 days of the vote.

Sincerely,

Joe Centorino

Joseph M. Centorino

Executive Director and General Counsel
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From: Mendez, Victoria [<mailto:VMendez@miamigov.com>]
Sent: Monday, December 04, 2017 8:43 AM
To: Centorino, Joseph (COE) <Joseph.Centorino@miamidade.gov>

Cc: Gomez, Marta <martagomez@miamigov.com>; Perez, Martha D. (COE) <Martha.Perez2@miamidade.gov>; Ethics (COE) <ethics@miamidade.gov>; Alban, Xavier E. <XEAlban@miamigov.com>

Subject: Re: Inquiry Request - City of Miami

Hi Joe,

This is the full opinion we plan to issue. We want your blessing. We inadvertently sent you just a portion. Thank you for your help as always.

Does a conflict of interest exist in the following four (4) scenarios?

Scenario 1: An elected official is an attorney and employed by a Law Firm as of counsel. Another attorney for the same Law Firm is appearing before and lobbying the City Commission and/or individual members of the City Commission on behalf of one of the Firm's clients.

Scenario 2: An elected official is an attorney and employed by a Law Firm ("employing Law Firm") as of counsel. A client of the employing Law Firm is appearing before and lobbying the City Commission and/or individual members of the City Commission. However, the employing Law Firm's client is being represented by another firm in this specific matter before the City Commission.

Scenario 3: An elected official is an attorney and employed by a Law Firm as of counsel. Another attorney for the same Law Firm is representing a client in litigation adverse to the City of Miami.

Scenario 4: An elected official is an attorney and employed by a Law Firm as of counsel. The City of Miami is considering a matter that will affect the business interests of one of the Law Firm's clients. However, the Law Firm's representation of the client is unrelated to the matter before the City Commission and the elected official is not involved in the representation of the client.

SHORT ANSWER

Scenario 1: A conflict of interest exists under Section 112.3143(3)(a), Florida Statutes ("Fla. Stat.") and Section 2-11.1(d) of the Miami-Dade County Conflicts of Interest and Code of Ethics Ordinance ("Code of Ethics").

Scenario 2: It is more likely than not that a conflict of interest does not exist under Section 112.3143(3)(a), Fla. Stat. However, a conflict of interest exists under Section 2-11.1(d) of the Code of Ethics.

Scenario 3: A conflict of interest exists under Section 112.3143(3)(a), Fla. Stat. and Section 2-11.1(d) of the Code of Ethics. Additionally, the Rules Regulating the Florida Bar may create a conflict of interest and impute this conflict on the Law Firm.

Scenario 4: A conflict of interest does not exist under Section 112.3143(3)(a), Fla. Stat. and Section 2-11.1(d) of the Code of Ethics.

ANALYSIS

For purposes of this analysis, there are two (2) relevant conflict laws that are applicable.

The first is the "Voting Conflicts" provision in the Florida Statutes. Section 112.3143(3)(a), Florida Statutes ("Fla. Stat."), reads in relevant part:

No county, municipal, or other local public officer shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained, other than an agency as defined in s. 112.312(2); or

which he or she knows would inure to the special private gain or loss of a relative or business associate of the public officer.

“Special private gain or loss” is defined as:

[A]n economic benefit or harm that would inure to the officer, his or her relative, business associate, or principal, unless the measure affects a class that includes the officer, his or her relative, business associate, or principal, in which case, at least the following factors must be considered when determining whether a special private gain or loss exists:

1. The size of the class affected by the vote.
2. The nature of the interests involved.
3. The degree to which the interests of all members of the class are affected by the vote.
4. The degree to which the officer, his or her relative, business associate, or principal receives a greater benefit or harm when compared to other members of the class.

Section 112.3143(1)(d), Fla. Stat.

The second is Section 2-11.1(d) of the Miami-Dade County Conflicts of Interest and Code of Ethics Ordinance (“Code of Ethics”). Section 2-11.1(d) of the Code of Ethics reads in relevant part:

[N]o person included in the term defined in subsection (b)(1) [Mayor and Commissioners] shall vote on or participate in any way in any matter presented to the [City] Commissioners if said person has any of the following relationships with any of the persons or entities which would be or might be directly or indirectly affected by any action of the [City] Commissioners: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary; or (ii) stockholder, bondholder, debtor, or creditor, if in any instance the transaction or matter would affect the person defined in subsection (b)(1) in a manner distinct from the manner in which it would affect the public generally.

Scenario 1: An elected official is an attorney and employed by a Law Firm as of counsel. Another attorney for the same Law Firm is appearing before and lobbying the City Commission and/or individual members of the City Commission on behalf of one of the Firm’s clients.

Based on the facts presented above, the elected official would have a conflict of interest under Section 112.3143(3)(a), Fla. Stat. and Section 2-11.1(d) of the Code of Ethics. It is a conflict pursuant to the Florida Statute because any participation in the matter by the elected official would inure to the special private gain or loss of the Firm attorney, a business associate, currently seeking some type of decision or action by the City Commission. Additionally, an employer is considered a “principal by whom retained” for purposes of the statute. The Firm, as the entity that pays the of counsel’s salary, would be considered the employer. As such, there would be a conflict of interest pursuant to Section 112.3143(3)(a), Fla. Stat.

Furthermore, this is a conflict of interest pursuant to Section 2-11.1(d) of the Code of Ethics because the elected official is of counsel for the Law Firm. Section 2-11.1(d) reads:

[N]o person included in the term defined in subsection (b)(1) [Mayor and Commissioners] shall vote on or participate in any way in any matter presented to the [City] Commissioners if said person has any of the following relationships with any of the persons or entities which would be or might be directly or indirectly affected by any action of the [City] Commissioners: . . . *of counsel* . . .

(emphasis added). Section 2-11.1 prohibits the elected official from participating in any matter before the City Commission because the Law Firm would be, at a minimum, indirectly affected by any action of the City Commission and the elected official is of counsel for the Law Firm. As such, there would be a conflict of interest under to Section 2-11.1(d) of the Code of Ethics.

Scenario 2: An elected official is an attorney and employed by a Law Firm (“employing Law Firm”) as of counsel. A client of the employing Law Firm is appearing before and lobbying the City Commission and/or individual members of the City Commission. However, the employing Law Firm’s client is being represented by another firm in this specific matter before the City Commission.

Based on the facts presented above, the elected official would most likely have a conflict of interest under Section 112.3143(3)(a), Fla. Stat. Since the employing Law Firm is considered a “principal by whom retained” for purposes of the statute, any action taken by the City Commission may affect the client’s decision to remain a client of the employing Law Firm and the client’s decision based on the City Commission’s actions would constitute a special private gain or loss to the employing Law Firm. While this potential is more indirect, it is our belief that this would more likely than not constitute a conflict of interest under the State statute.

However, the conflict of interest is more definitive under Section 2-11.1(d) of the Code of Ethics. As noted, while the events identified in the preceding paragraph are indirect, Section 2-11.1(d) reads:

[N]o person included in the term defined in subsection (b)(1) [Mayor and Commissioners] shall vote on or participate in any way in any matter presented to the [City] Commissioners if said person has any of the following relationships with any of the persons or entities *which would be or might be directly or indirectly affected by any action of the [City] Commissioners: . . . of counsel*

(emphasis added). The elected officials employing Law Firm would be indirectly affected by any action of the City Commission because the Firm’s client may affect the client’s decision to remain a client of the employing Law Firm, indirectly affecting the employing Law Firm. As such, there would be a conflict of interest under to Section 2-11.1(d) of the Code of Ethics.

Scenario 3: An elected official is an attorney and employed by a Law Firm as of counsel. Another attorney for the same Law Firm is representing a client in litigation adverse to the City of Miami.

Based on the facts presented above, the elected official would have a conflict of interest under Section 112.3143(3)(a), Fla. Stat. and Section 2-11.1(d) of the Code of Ethics. It is a conflict pursuant to the Florida Statute because any participation in the matter by the elected official would inure to the special private gain or loss of the Firm attorney, a business associate, currently seeking some type of decision or action by the City Commission. Additionally, an employer is considered a “principal by whom retained” for purposes of the statute. The Firm, as the entity that pays the of counsel’s salary, would be considered the employer. As such, there would be a conflict of interest pursuant to Section 112.3143(3)(a), Fla. Stat.

Furthermore, this is a conflict of interest pursuant to Section 2-11.1(d) of the Code of Ethics because the elected official is of counsel for the Law Firm. Section 2-11.1(d) reads:

[N]o person included in the term defined in subsection (b)(1) [Mayor and Commissioners] shall vote on or participate in any way in any matter presented to the [City] Commissioners if said person has any of the following relationships with any of the persons or entities *which would be or might be directly or indirectly affected by any action of the [City] Commissioners: . . . of counsel*

(emphasis added). Section 2-11.1 prohibits the elected official from participating in any matter before the City Commission because the Law Firm would be, at a minimum, indirectly affected by any action of the City Commission and the elected official is of counsel for the Law Firm. As such, there would be a conflict of interest under to Section 2-11.1(d) of the Code of Ethics.

Finally, although we would need additional facts to provide a more definitive answer, the Rules Regulating the Florida Bar (“Florida Bar Rules”) may create a conflict of interest and impute this conflict on the Law Firm. Under Florida Bar Rule 4-1.11(a):

A lawyer who has formerly served as a public officer . . . of the government . . . shall not otherwise represent a client in connection with a matter in which the lawyer participated personally and substantially as a public officer or employee, unless the appropriate government agency gives its informed consent, confirmed in writing, to the representation.

As such, Florida Bar Rule 4-1.11(a) may potentially disqualify the elected official from representing the Law Firm client depending on the elected official’s involvement with the matter being litigated. If, *arguendo*, the elected official is disqualified from representing the Law Firm’s client in this matter, then that disqualification and conflict may be imputed on the Law Firm and the Law Firm would not be able to represent the client in this matter adverse to the City of Miami. Therefore, the Florida Bar Rules may create a conflict of interest and impute this conflict on the Law Firm.

Scenario 4: An elected official is an attorney and employed by a Law Firm as of counsel. The City of Miami is considering a matter that will affect the business interests of one of the Law Firm’s clients. However, the Law Firm’s representation of the client is unrelated to the matter before the City Commission and the elected official is not involved in the representation of the client.

Based on the facts presented above, the elected official does not have a conflict of interest under Section 112.3143(3)(a), Fla. Stat. The employing Law Firm is considered a “principal by whom retained” for purposes of the statute and any action taken by the City Commission may affect the client’s decision to remain a client of the employing Law Firm and the client’s decision based on the City Commission’s actions may constitute a special private gain or loss to the employing Law Firm. However, this potential result is indirect and the special private gain or loss is attenuated. Additionally, the Law Firm’s representation of the client is completely unrelated to the matter before the City Commission and the potential result identified above is highly speculative. As such, the elected official would not have a conflict of interest under Section 112.3143(3)(a), Fla. Stat.

Similarly, a conflict of interest does not exist under Section 2-11.1(d) of the Code of Ethics. As noted, the events identified in the preceding paragraph are indirect and effect is attenuated. Section 2-11.1(d) reads:

[N]o person included in the term defined in subsection (b)(1) [Mayor and Commissioners] shall vote on or participate in any way in any matter presented to the [City] Commissioners if said person has any of the following relationships with any of the persons or entities which would be or might be directly or indirectly affected by any action of the [City] Commissioners: . . . of counsel

The elected official's employing Law Firm may be indirectly affected by any action of the City Commission because it may affect the Law Firm’s client's decision to remain a client of the employing Law Firm. However, as noted, the effect the Law Firm may experience is attenuated and highly speculative. And while the elected official is of counsel with the Law Firm, the elected official is not involved in the Law Firm’s representation of the client and is not of counsel for the client.

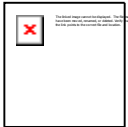
The Miami-Dade County Commission on Ethics and Public Trust (“Commission on Ethics”) opined on a similar situation in Inquiry (Inq.) 07-11 and is informative for this analysis. In Inq. 07-11, a city mayor was associated with a law firm and it held that:

[T]he mayor may not vote on any matters affecting the clients of the law firm he associates with, regardless of whether his association with the law firm is “of counsel,” partner, employee, or consultant. In this situation, the mayor is required to absent himself from city council meetings during discussions regarding these clients and not vote or participate in any way on matters involving these clients.

However, the facts in Inq. 07-11 are distinguishable from the facts presented in this scenario because the firm in the Inquiry was representing the client before the mayor's city government. In the current scenario, while the Law Firm represents the client, that representation is completely unrelated to the action the city would take and the Law Firm and client are not appearing before the City Commission.

Additionally, although the elected official is of counsel with the Law Firm, as of counsel he does not share in the profits of the firm. As such, his situation is more similar to a situation described in Commission on Ethics Inq. 05-115. The question raised was, "May a city commissioner, while employed by a large insurance company, vote on matters relating to the clients of other agents within the insurance company?" The Commission on Ethics opined, "YES. As long as the city commissioner does not benefit financially from the decisions made regarding these clients, the commissioner may vote on matters before the city council that affect other agents' clients." As of counsel, the elected official would not benefit or experience a financial loss from the action of the City Commission. As such, the elected official would not have a conflict of interest under Section 2-11.1(d) of the Code of Ethics.

Victoria Méndez, City Attorney



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On Dec 4, 2017, at 8:00 AM, Alban, Xavier E. <XEAlban@miamigov.com> wrote:

Good morning Director Centorino,

I hope all is well. I am submitting the following Inquiry on behalf of the City of Miami. We have conducted the conflict analysis below and wish for you to review it and advise if the analysis is correct. We appreciate your input on the conclusion below.

Additionally, please be advised that this matter is time-sensitive and, if possible, we would appreciate a response from you or your staff today. If a response from you or your staff is not possible today, we would appreciate your immediate attention to this matter so that we may have a response as soon as possible.

Please let me know if you have any questions. Thank you.

An elected official is an attorney and employed by a Law Firm as of counsel. The City of Miami is considering a matter that will affect the business interests of one of the Law Firm's clients. However, the Law Firm's representation of the client is unrelated to the matter before the City Commission and the elected official is not involved in the representation of the client.

Based on the facts presented above, the elected official does not have a conflict of interest under Section 112.3143(3)(a), Fla. Stat. The employing Law Firm is considered a "principal by whom retained" for purposes of the statute and any action taken by the City Commission may affect the client's decision to remain a client of the employing Law Firm and the client's decision based on the City Commission's actions may constitute a special private gain or loss to the employing Law Firm. However, this potential result is indirect and the special private gain or loss is attenuated. Additionally, the Law Firm's representation of the client is completely unrelated to the matter before the City Commission and the potential result identified above is

highly speculative. As such, the elected official would not have a conflict of interest under Section 112.3143(3)(a), Fla. Stat.

Similarly, a conflict of interest does not exist under Section 2-11.1(d) of the Code of Ethics. As noted, the events identified in the preceding paragraph are indirect and effect is attenuated. Section 2-11.1(d) reads:

[N]o person included in the term defined in subsection (b)(1) [Mayor and Commissioners] shall vote on or participate in any way in any matter presented to the [City] Commissioners if said person has any of the following relationships with any of the persons or entities which would be or might be directly or indirectly affected by any action of the [City] Commissioners: . . . of counsel

The elected official's employing Law Firm may be indirectly affected by any action of the City Commission because it may affect the Law Firm's client's decision to remain a client of the employing Law Firm. However, as noted, the effect the Law Firm may experience is attenuated and highly speculative. And while the elected official is of counsel with the Law Firm, the elected official is not involved in the Law Firm's representation of the client and is not of counsel for the client.

The Miami-Dade County Commission on Ethics and Public Trust ("Commission on Ethics") opined on a similar situation in Inquiry (Inq.) 07-11 and is informative for this analysis. In Inq. 07-11, a city mayor was associated with a law firm and it held that:

[T]he mayor may not vote on any matters affecting the clients of the law firm he associates with, regardless of whether his association with the law firm is "of counsel," partner, employee, or consultant. In this situation, the mayor is required to absent himself from city council meetings during discussions regarding these clients and not vote or participate in any way on matters involving these clients.

However, the facts in Inq. 07-11 are distinguishable from the facts presented in this scenario because the firm in the Inquiry was representing the client before the mayor's city government. In the current scenario, while the Law Firm represents the client, that representation is completely unrelated to the action the city would take and the Law Firm and client are not appearing before the City Commission.

Additionally, although the elected official is of counsel with the Law Firm, as of counsel he does not share in the profits of the firm. As such, his situation is more similar to a situation described in Commission on Ethics Inq. 05-115. The question raised was, "May a city commissioner, while employed by a large insurance company, vote on matters relating to the clients of other agents within the insurance company?" Inq. 05-115. The Commission on Ethics opined, "YES. As long as the city commissioner does not benefit financially from the decisions made regarding these clients, the commissioner may vote on matters before the city council that affect other agents' clients." *Id.* As of counsel, the elected official would not benefit or experience a financial loss from the action of the City Commission. As such, the elected official would not have a conflict of interest under Section 2-11.1(d) of the Code of Ethics.

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