

Sanchez, Rodzandra (COE)

From: Turay, Radia (COE)
Sent: Tuesday, January 29, 2019 3:33 PM
To: Arrojo, Jose (COE); Perez, Martha D. (COE); Diaz-Greco, Gilma M. (COE)
Cc: Sanchez, Rodzandra (COE)
Subject: INQ 19-08, Nathalie Theard, WSP (Section 2-11.1(s), County Ethics Code-Lobbying)
Attachments: INQ Theard (WSP) Final.pdf

From: Turay, Radia (COE)
Sent: Tuesday, January 29, 2019 3:30 PM
To: 'Theard, Nathalie A.' <Nathalie.Theard@wsp.com>
Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Amores, Cristina (ISD) <Cristina.Amores@miamidade.gov>; Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>; Colas, Ronald M. <Ronald.Colas@wsp.com>
Subject: RE: Prior to the negotiation's meeting

Hello Ms. Theard,

Thank-you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance. Attached is INQ 19-08 addressing your question. Please do not hesitate to contact me if you need further assistance.

Best regards,

RADIA TURAY

Staff Attorney
Miami-Dade Commission on Ethics and Public Trust
19 W. Flagler Street, Suite 820
Miami, FL 33130
Tel: (305) 350-0601
Fax: (305) 579-0273
Ethics.miamidade.gov

From: Theard, Nathalie A. <Nathalie.Theard@wsp.com>
Sent: Tuesday, January 29, 2019 8:52 AM
To: Turay, Radia (COE) <Radia.Turay@miamidade.gov>
Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Amores, Cristina (ISD) <Cristina.Amores@miamidade.gov>;

Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>; Colas, Ronald M. <Ronald.Colas@wsp.com>

Subject: RE: Prior to the negotiation's meeting

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Good morning Ms. Turay,

I am looking for assistance in regards to Ms. Amores' email at the bottom. We are scheduled for a negotiations meeting tomorrow, January 30th and prior to this meeting, the email below was sent to us. As in prior negotiations meetings with the County, two previously in December, we have not had to register as lobbyist to take part of a negotiations meeting.

Would you be able to clarify for us if this step is required for this upcoming meeting?

Kind regards,

Nathalie Theard
Marketing – Southeast



7650 Corporate Center Drive
Suite 300
Miami, Florida 33126
305.459.4202
nathalie.theard@wsp.com

www.wsp.com

From: Amores, Cristina (ISD) [<mailto:Cristina.Amores@miamidade.gov>]

Sent: Tuesday, January 29, 2019 8:39 AM

To: Theard, Nathalie A. <Nathalie.Theard@wsp.com>

Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>; Colas, Ronald M. <Ronald.Colas@wsp.com>; Turay, Radia (COE) <Radia.Turay@miamidade.gov>

Subject: RE: Prior to the negotiation's meeting

Good morning Nathalie,

For additional information, please contact Radia Turay, State Attorney with the Commission on Ethics office. Her contact details are as follow:

Email address: Radia.Turay@miamidade.gov
(305) 579-2594

From: Theard, Nathalie A. [<mailto:Nathalie.Theard@wsp.com>]

Sent: Tuesday, January 29, 2019 8:18 AM

To: Amores, Cristina (ISD) <Cristina.Amores@miamidade.gov>

Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>; Colas, Ronald M. <Ronald.Colas@wsp.com>

Subject: RE: Prior to the negotiation's meeting

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So do they need to register as lobbyist to take part of the negotiation meeting?

We have not had to do this for prior contract negotiation meetings with the County, so if you could clarify, that would be much appreciated.

Thanks,
Nathalie

Nathalie Theard
Marketing – Southeast



7650 Corporate Center Drive
Suite 300
Miami, Florida 33126
305.459.4202
nathalie.theard@wsp.com

www.wsp.com

From: Amores, Cristina (ISD) [<mailto:Cristina.Amores@miamidade.gov>]

Sent: Monday, January 28, 2019 4:49 PM

To: Theard, Nathalie A. <Nathalie.Theard@wsp.com>

Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>; Colas, Ronald M. <Ronald.Colas@wsp.com>

Subject: RE: Prior to the negotiation's meeting

Hi Nathalie,

The lobbyist registration affidavit submitted in the proposals is for the purpose of oral presentations.

From: Theard, Nathalie A. [<mailto:Nathalie.Theard@wsp.com>]

Sent: Monday, January 28, 2019 3:33 PM

To: Amores, Cristina (ISD) <Cristina.Amores@miamidade.gov>

Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>; Colas, Ronald M. <Ronald.Colas@wsp.com>

Subject: RE: Prior to the negotiation's meeting

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Good afternoon Ms. Amores,

In regards to your email below, the parties from our firm attending the negotiations meeting are not lobbyists. In addition, their names were listed in the lobbyist registration affidavit included in our proposal.

Is it still required that they register through this system anyway prior to the negotiations meeting?

Kind regards,

Nathalie Theard
Marketing – Southeast



7650 Corporate Center Drive
Suite 300
Miami, Florida 33126
305.459.4202
nathalie.theard@wsp.com

www.wsp.com

From: Colas, Ronald M.
Sent: Thursday, January 24, 2019 6:09 PM
To: Theard, Nathalie A. <Nathalie.Theard@wsp.com>
Subject: FW: Prior to the negotiation's meeting

Ronald M. Colas, PE, SI
Vice President - Senior Area Manager
South Florida, the Caribbean, Latin America



Phone: 305-514-3167 (Direct)
Phone: 305-514-3100 (Office)
Mobile: 305-495-9294
Fax: 305-261-5735
Email: Ronald.Colas@wsp.com
Please note I have a new email address

WSP USA INC
7650 Corporate Center Dr., Suite 300
Miami, Florida 33126

3201 West Commercial Boulevard, Suite 124
Fort Lauderdale, Florida 33309

www.wspgroup.com

WSP | Parsons Brinckerhoff is now WSP.

From: Amores, Cristina (ISD) [<mailto:Cristina.Amores@miamidade.gov>]
Sent: Tuesday, January 22, 2019 10:33 AM
To: Colas, Ronald M. <Ronald.Colas@wsp.com>
Cc: Clerk of the Board (COC) <Clerk.Board@miamidade.gov>; Gonzalez, Amado (ISD) <Amado.Gonzalez@miamidade.gov>; Valin, Pablo (ISD) <Pablo.Valin@miamidade.gov>; Gilot, Euphese (ISD) <Euphese.Gilot@miamidade.gov>; Whiteside, Julie (ISD) <Julie.Whiteside@miamidade.gov>; Hagberg, Kristina (ISD) <Kristina.Hagberg@miamidade.gov>
Subject: Prior to the negotiation's meeting

Good morning Mr. Cola,

Pursuant to the Conflict of Interest and Code of Ethics Ordinance (Section 2-11.1(s) of the Code of Miami-Dade County), Prior to conducting any lobbying activity, all principals must authorize a lobbyist to engage or participate in lobbying activities on behalf of the principal.

For those individuals that have previously registered with Miami-Dade County either as a Lobbyist or a Principal you should contact the Clerk of the Board's office to receive a temporary user id and password. Once you receive it, then you should activate your account in order to gain access to the system. It is very important that you DO NOT create a new account since this may affect historical information.

If you have forgotten your User ID, please contact the office of the Clerk of the Board at (305) 375-5137. <https://www8.miamidade.gov/Apps/COB/LobbyistOnline/Views/Login/Login.aspx?do=login>

Thank you,

Cristina Amores, A/E Consultant Selection Coordinator
Miami-Dade County – ISD Strategic Procurement Division
111 NW 1st Street, Suite 1300
Miami, FL 33128
305-375-4259

How can ISD serve you better?
Give us your feedback [here!](#)

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All Lobbyists must register prior to any meeting with County Personnel. Register at: Clerk of the Board, 111 NW 1st Street, 17th Floor. Contact Person: Claude Francis at [305-375-5137](tel:305-375-5137).



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MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

19 West Flagler Street, Suite 820 · Miami, Florida 33130

Phone: (305) 579-2594 · Facsimile: (305) 579-0273

Website: ethics.miamidade.gov

MEMORANDUM

TO: Nathalie Theard
WSP

Cristina Amores
Miami-Dade County - ISD Strategic Procurement Division

FROM: Radia Turay, Staff Attorney
Miami-Dade Commission on Ethics (COE)

SUBJECT: INQ 19-08, **Lobbying**. Miami-Dade Code § 2-11.1(s).

DATE: January 29, 2019

CC: All COE Legal Staff

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding the following proposed transaction.

Facts: You advised that your employer responded to an RFP regarding a Miami-Dade Aviation Project that you estimate is valued above one million dollars. Your employer's submission included Appendix D of the Procurement packet for the RFP. Your employer is currently scheduled to attend a second round of negotiation sessions with the County.

The two individuals that would participate in the contract negotiation sessions, on behalf of your employer, are listed in Appendix D of the Procurement Packet submitted to the County.

Issue: You have inquired regarding whether the two employees who will participate in the contract negotiation session with the County, on behalf of your employer, are required to also register as lobbyists.

Discussion: The Conflict of Interest and Code of Ethics Ordinance states at Sec. 2-11.1(s)(1)(b):

As used in this section, "Lobbyist" means all persons, firms, or corporations employed or retained by a principal who seeks to encourage the passage,

defeat, or modifications of (1) ordinance, resolution, action or decision of the County Commission; (2) any action, decision, recommendation of the County Manager or any County board or committee; or (3) any action, decision or recommendation of County personnel during the time period of the **entire decision-making process** on such action, decision or recommendation which **foreseeably** will be heard or reviewed by the County Commission, or a County board or committee. “Lobbyist” specifically includes the principal, as well as any employee whose normal scope of employment includes lobbying activities. (Emphasis added)

In past opinions, the Ethics Commission which is empowered to interpret the County Ethics Code, has defined that a “lobbyist” is any person, firm or corporation seeking to influence the adoption, modification or defeat of legislation; or **any action**, decision or recommendation of the Mayor and the Board of County Commissioners (BCC).

Additionally, a lobbyist is defined as any person seeking to influence any action, decision or recommendation of County Personnel during the time period of the entire decision-making process on such action, decision or recommendation, which foreseeably will be reviewed by the County Commission or a County board or committee. *See* RQO 06-63.

Specifically, in RQO 08-41, the Ethics Commission held that the representative of a corporation that is engaged in contract negotiations with the County is required to register as a lobbyist. In that case, a member of a board of directors of a corporation was engaged in contract negotiations with the County’s Seaport on an agreement that required approval by the Board of County Commissioners. The Ethics Commission explained that **the individual who was appointed to serve as the representative of the corporation in negotiations with the County, is considered a “principal” under Section 2-11.1(s) of the County Ethics Code and is required to register as a lobbyist prior to attending negotiation sessions with the County on the proposed contract.**

As to your reference to Appendix D of the Procurement packet, the County Ethics Code at Section 2-11.1(s)(5), specifies that any person who appears as a representative for an individual or firm for an *oral presentation* before a County certification, evaluation, selection, technical review or similar committee does not have to register as a lobbyist, but must be listed on an affidavit (Appendix D of the Procurement pack) which must be filed with the Miami-Dade Clerk of the Board at the time the proposal is submitted. The Ethics Commission in its interpretation of Section 2-11.1(s)(5), has determined that, as long as an individual’s activities are limited to an *oral presentation* in the circumstances covered by the section, then filing the affidavit with the Clerk of the Board would suffice and lobbyist registration would not be required.

Importantly, the Ethics Commission has clarified, that any other communication (other than process or procedure) before or after an oral presentation before any County committee regarding any RFQ, RFP or bid with County officials or staff or, presentation

before the Board of County Commissioners, County board, of County committee, requires lobbyist registration. *See* INQ 17-269 and INQ 18-162.

The COE was advised that the selection committee for this particular RFP decided not to have oral presentations, therefore, Section 2-11.1(s)(5) does not apply to this scenario.¹

Opinion: Consequently, any individual who was designated or who has the apparent authority to make final decisions on behalf of your employer/corporate entity, during the decision-making process on any action, decision or recommendation by County Personnel that requires review or approval of County boards, County committees or the Board of County Commissioners, is considered a “principal” under Section 2-11.1(s) of the County Ethics Code and is required to register as a lobbyist prior to attending negotiation sessions with the County on the proposed contract. *See* RQO 08-41; INQ 17-269 and INQ 18-162.

This opinion is limited to the facts as you presented them to the Commission on Ethics and is limited to an interpretation of the County Ethics Code only and is not intended to interpret state laws. Questions regarding state ethics laws should be addressed to the Florida Commission on Ethics.

INQs are informal ethics opinions provided by the legal staff after being reviewed and approved by the Executive Director. INQs deal with opinions previously addressed in public session by the Ethics Commission or within the plain meaning of the County Ethics Code. RQOs are opinions provided by the Miami-Dade Commission on Ethics and Public Trust when the subject matter is of great public importance or where there is insufficient precedent. While these are informal opinions, covered parties that act contrary to the opinion may be referred to the Advocate for preliminary review or investigation and may be subject to a formal Complaint filed with the Commission on Ethics and Public Trust.

¹ Even if oral presentations had been conducted, the scheduled negotiation session falls in the category of communications (other than process and procedure) before any County committee regarding any RFQ, RFP, or bid with County officials or staff, which requires lobbyist registration. *See* INQ 17-269 and INQ 18-162.