

## MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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September 24, 2020

Via Electronic Mail Only: [mallory.harrell@bipc.com](mailto:mallory.harrell@bipc.com)

Raquel A. Rodriguez, Esq.  
Mallory L. Harrell, Esq.  
Buchanan Ingersoll & Rooney PC  
101 North Monroe Street, Suite 1090  
Tallahassee, Florida 32301

Re: INQ 20-94, LBI "Meet and Greet" Meeting with Jackson Health System Personnel,  
Section 2-11.1 (s), Count Ethics Code

Dear Ms. Rodriguez and Harrell:

Thank you for engaging with the Miami-Dade Commission on Ethics and Public Trust and seeking ethics guidance regarding the application of the lobbyist registration provision in Section 2-11.1 (s) of the Miami-Dade County Code of Ethics and Conflict of Interest Ordinance ("Ethics Code").

We respond as follows:

#### Facts:

Lung Bioengineering, Inc. (LBI), a wholly owned subsidiary of United Therapeutics, a publicly traded company, provides services to lung transplants centers and physicians. More specifically, LBI serves as a bridge between the donor hospital and the procuring hospital in providing oxygenation and a perfusate solution that extends the viability of donated lungs (ex-vivo lung perfusion) so that transplant physicians can better determine suitability for transplant.

LBI has been contacting hospitals throughout Florida to make them aware of the availability of ex-vivo lung perfusion. As part of this effort, LBI representatives would like to meet with Jackson Health System (JHS) staff to explain their process and services.

While hospitals in other cities and states have contracted with LBI to provide this service, JHS has not committed to securing the ex-vivo lung perfusion services at this time. There is currently no pending RFP or RFQ issued by JHS for these services. At this point, there is no formalized or written proposal that will be presented by LBI to JHS at their meeting.

The initial meeting can be characterized as one that would be preliminary to LBI submitting a formalized unsolicited proposal to JHS for the hospital to secure lung perfusion services.

Issue:

Whether LBI representatives must register as lobbyists pursuant to Section 2-11.1 (s) of the County Ethics Code in order to meet with JHS to discuss their lung perfusion services.

Discussion:

Section 2-11.1 (s)(1)(b) of the County Ethics Code relating to lobbying, requires persons to register as lobbyists if they will be encouraging any action or decision of County/JHS personnel if the decision will foreseeably be heard or reviewed by the County Commission/Public Health Trust, or a County/JHS board or Committee.

The Ethics Commission has interpreted subsection (s) of the Code to exclude from the definition of lobbyist, those persons that are engaged in “meet and greet” discussions with personnel to discuss their firm’s background and expertise as a predicate to possible future proposals, prior to the submission of any such proposal, and prior to any solicitation or bid. <sup>1</sup>

In INQ 12-75, the Ethics Commission opined that representatives of Cisco System’s Globalization Division were not required to register as lobbyists prior to meeting with the County Mayor to discuss the company’s network as a platform for international transactions. Other cities had already contracted with Cisco to provide the platform product and service. However, because the County was not at the time currently or foreseeably seeking the services provided by Cisco, the Ethics Commission concluded that the company representatives did not have to register as lobbyists pursuant to Section 2-11.1 (s) of the County Ethics Code prior to such a “meet and greet” meeting. <sup>2</sup>

In INQ 15-47, the Ethics Commission opined that the Weiss Serota Helfman (WSH) law firm attorneys were not required to register as lobbyists prior to meeting with municipal representatives preliminary to submitting an unsolicited proposal to town officials, and prior to a the submission of a formalized proposal. Because there was no pending solicitation, and the meeting was a predicate to the submission of a formalized, written proposal, then the attorneys did not have to register as lobbyists pursuant to Section 2-11.1 (s) of the County Ethics Code prior to such a “meet and greet” meeting.

Notably, JHS has not committed to securing the ex-vivo lung perfusion services at this time. There is currently no pending RFP or RFQ issued by JHS for these services. Also, at this point, there is no formalized or written proposal that will be presented by LBI to JHS at their meeting.

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<sup>1</sup> See generally Lobbyist Rules of Procedure adopted by the Ethics Commission pursuant to Section 2-1071 and 2-11.1(s) of the Code of Miami Dade County (2005).

<sup>2</sup> See also INQ 19-06. Where the intent of the company is to present, follow-up and engage in further communication to persuade or influence County staff to purchase its product or service, then the subsequent action requires lobbyist registration, even if there is no active and pending solicitation.

Accordingly, the initial meeting can be characterized as one that would be preliminary to LBI submitting a formalized unsolicited proposal to JHS for the hospital to secure lung perfusion services and would constitute a “meet and greet” meeting. LBI representatives could meet with JHS personnel to discuss the firm’s product, background, and expertise. The representatives would not have to register as lobbyists pursuant to Section 2-11.1 (s) of the County Ethics Code.

Conclusion:

LBI representatives do not need to register as lobbyists pursuant to Section 2-11.1 (s) of the County Ethics Code in order to meet with JHS to discuss their lung perfusion services predicate to the possible submission of a formalized and unsolicited proposal to provide their services to JHS as this could constitute a “meet and greet” meeting. LBI representatives do not need to register as lobbyists prior to a meet and greet meeting.

This opinion is based on the facts as provided by the requesting party and only interprets the County Ethics Code. For opinions regarding the application of state voting conflict laws, please contact the Florida Commission on Ethics.

We hope that this opinion is of assistance and we remain available to discuss any matters addressed in this letter, if necessary, at your convenience.

Sincerely,

*Jose J. Arrojo /s/*

Jose J. Arrojo  
Executive Director

cc: All Commission on Ethics Attorneys

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.