MEMORANDUM

Agenda Item No. 1(I)(1)

TO:	Honorable Chairman Dennis C. Moss and Members, Board of County Commissioners	**DATE:**	March 16, 2010
FROM:	R. A. Cuevas, Jr. County Attorney	**SUBJECT:**	Resolution regarding a request by Greenberg Traurig, P.A. to represent Miami New Times, LLC related to a sponsorship agreement for "Brew at the Zoo" pursuant to its federal lobbying contract with Miami-Dade County

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Chairman Dennis C. Moss.

R. A. Cuevas, Jr.
County Attorney

RAC/jls

MEMORANDUM
(Revised)

TO: Honorable Chairman Dennis C. Moss and Members, Board of County Commissioners

DATE: March 16, 2010

FROM: R. A. Cuevas, Jr. County Attorney

SUBJECT: Agenda Item No. 1(I)(1)

Please note any items checked.

_____ **"3-Day Rule" for committees applicable if raised**

_____ **6 weeks required between first reading and public hearing**

_____ **4 weeks notification to municipal officials required prior to public hearing**

_____ **Decreases revenues or increases expenditures without balancing budget**

_____ **Budget required**

_____ **Statement of fiscal impact required**

_____ **Ordinance creating a new board requires detailed County Manager's report for public hearing**

✓ **No committee review**

_____ **Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous _____) to approve**

_____ **Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required**

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 1(I)(1)
3-16-10

RESOLUTION NO. _____

RESOLUTION REGARDING A REQUEST BY GREENBERG TRAURIG, P.A. TO REPRESENT MIAMI NEW TIMES, LLC RELATED TO A SPONSORSHIP AGREEMENT FOR "BREW AT THE ZOO" PURSUANT TO ITS FEDERAL LOBBYING CONTRACT WITH MIAMI-DADE COUNTY

WHEREAS, on January 21, 2010, the Board approved Resolution No. 56-10, which requires all contract lobbyist conflict of interest waiver requests to be submitted to the Chairman of the Board of County Commissioners, who shall place the conflict waiver request on the next available Board of County Commissioners agenda; and

WHEREAS, the law firm of Greenberg Traurig, P.A. is a member of Miami-Dade County's (the "County") federal lobbying team; and

WHEREAS, Greenberg Traurig submitted the attached letter seeking the County's consent to its representation of Miami New Times, LLC in negotiations with Miami-Dade County related to a sponsorship agreement for "Brew at the Zoo" at Metrozoo; and

WHEREAS, the lobbying contract between Greenberg Traurig, P.A. and the County provides that the Board may take, in its sole discretion, any action regarding a waiver of request, including but not limited to the following:

1. Grant a waiver and allow Greenberg Traurig, P.A. to represent both the County and the other party;

2. Refuse to grant a waiver and void its contract with the Greenberg Traurig, P.A.; and

3. Grant a limited waiver, allow the firm to continue to represent both the County and the other party under whatever limitations or restrictions the County in its sole discretion determines to be appropriate,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board grants the

request by Greenberg Traurig, P.A. pursuant to its federal lobbying contract with the County to represent Miami New Times related to a sponsorship agreement for "Brew at the Zoo."

The Prime Sponsor of the foregoing resolution Chairman Dennis C. Moss. It was offered by Commissioner , who moved its adoption. The motion was seconded by Commissioner and upon being put to a vote, the vote was as follows:

Dennis C. Moss, Chairman
Jose "Pepe" Diaz, Vice-Chairman

Bruno A. Barreiro	Audrey M. Edmonson
Carlos A. Gimenez	Sally A. Heyman
Barbara J. Jordan	Joe A. Martinez
Dorrin D. Rolle	Natacha Seijas
Katy Sorenson	Rebeca Sosa
Sen. Javier D. Souto	

The Chairperson thereupon declared the resolution duly passed and adopted this 16th day of March, 2010. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By:_____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency. Rate by JMM

Jess M. McCarty

GT GreenbergTraurig

Mark A. Salky
Tel.: (305) 579-0816
Fax: (305) 579-0717
salkym@gtlaw.com

February 8, 2010

VIA E-MAIL AND U.S. MAIL

Robert Cuevas, Jr.
County Attorney
Miami-Dade County
11 N.W. 1st Street
Miami, Florida 33128

Miami New Times, LLC
2800 Biscayne Blvd., Suite 100
Miami, Florida 33137

Attn: Russell A. Breiter
General Manager

Re: Miami New Times "Brew at the Zoo" Sponsorship Agreement With Miami Metrozoo

Gentlemen:

This letter will serve to confirm our mutual understanding and agreement with respect to this firm's legal representation of Miami New Times, LLC (the "**New Times**"), in connection with its negotiation and drafting of a sponsorship agreement with the Miami Metrozoo for the New Times' "Brew at the Zoo" event scheduled to take place on May 1, 2010 (the "**Event**"). Miami Metrozoo is owned and operated by the Parks and Recreation Department ("**Department**") of Miami-Dade County, Florida (the "**County**").

As you are aware, Greenberg Traurig, P.A. (the "**Firm**") has served and acted (and may in the future serve and act) as legal counsel to the County, and the Department is an agency of the County. The Firm also may serve as legal counsel to the New Times from time to time. As you are further aware, and with your express approval and consent, we have been engaged by the New Times to represent the New Times in connection with the negotiation and drafting of a sponsorship agreement with the Miami Metrozoo for the Event.

The Firm has agreed to undertake the representation of the New Times with the express consent and agreement of both the New Times and the County, and our mutual understanding and agreement as follows:

1. The New Times confirms and agrees that the Firm may continue to represent the County (and/or its agencies) on any and all matters other than in connection with the sponsorship agreement for the Event and other matters adverse to the New Times.

2. The New Times has not been required to select the Firm as its attorneys as a prerequisite or consideration for entry into the sponsorship agreement for the Event.

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3. Subject to paragraph 4 below, the County consents to the Firm's representation of the New Times in the negotiation and drafting the sponsorship agreement for the Event, and waives any objection or potential conflict with respect to such representation. The Firm shall not reperesent the Department or the County in any capacity with respect to the sponsorship agreement for the Event.

4. Because of the Firm's prior and continuing relationship with the County and the New Times, the Firm advises each of the County and the New Times, and each such party agrees, that if a conflict with respect to the sponsorship agreement for the Event should at any time in the future arise between the County and the New Times, and notwithstanding that the County has relied on separate counsel for the Event, the Firm shall be privileged to, and shall, withdraw from representing any party in connection with such conflict. In addition, the Firm agrees that its representation of the New Times will not involve any challenge to the authority of the Board of County Commissioners ("**Board**"), any Board policy or the constitutionality or legality of any County Code provision.

Please indicate your agreement and consent to the foregoing by signing the enclosed copy of this letter where indicated and returning same to my attention. A facsimile copy of this letter and all signatures hereon shall be considered as originals for all purposes.

Sincerely,

GREENBERG TRAURIG, P.A.

By: Mark A. Salky, Shareholder /MB

cc: Gerald T. Heffernan, Esq., Assistant County Attorney (via e-mail)

AGREED AND ACCEPTED:

MIAMI NEW TIMES, LLC

By: _____

Its: _____

MIAMI-DADE COUNTY, FLORIDA

_____
County Attorney

MIA 181062267v1 February 6, 2010