

**From:** [Miller, Carla](#)  
**To:** [Gabriel, Jason](#)  
**Cc:** [Oberdorfer, Kirby](#); [Rhode, Lynne C. \(City of Jacksonville\)](#); [Hodges, Lawsikia](#)  
**Subject:** RE: JEA conflict memos  
**Date:** Tuesday, October 29, 2019 11:49:01 AM

---

I understand my duties under the Code. They do not include making determinations on state ethics laws—that is the jurisdiction of the State Ethics Commission. I give advice when the issues fit squarely into established precedent, and even then, it can be more prudent to get the State Ethics Commission to opine on the matter.

An airtight process would involve the opinion of the SEC if there are any potential conflict areas for any of the negotiators or JEA board members. I believe the special employment benefits for senior leadership fit into that category.

See you at 1:30.

Carla

---

**From:** Gabriel, Jason  
**Sent:** Tuesday, October 29, 2019 10:56 AM  
**To:** Miller, Carla  
**Cc:** Hodges, Lawsikia; Oberdorfer, Kirby; Rhode, Lynne C. (City of Jacksonville)  
**Subject:** RE: JEA conflict memos

Carla –

The *Ordinance Code* sets forth the ECO office duties, which include providing advice to departments and agencies, as well as responding to requests for assistance from “all public officers subject to this Ethics Code.”

While the magnitude of this particular undertaking by JEA (i.e., the ITN process) certainly carries a high profile and interest among the public and media, the request for ethics review and analysis to assist the agency in carrying out its management prerogatives is no different, and it shouldn't be treated any differently. JEA very much appreciates your input and wants to undertake an airtight process with complete integrity, hence the reason for the inquiries. Your role in this process is different from the oversight and monitoring role of the IG.

You're not being asked to just “sign off” on conflict memoranda. We are all exhaustively endeavoring to review, analyze and, if appropriate (and *only if* appropriate), clear individuals from potential conflicts issues. We are being asked to analyze and give guidance. As we always do. I agree that we need to contact the Florida Commission on Ethics – I was already planning on doing that, and will be doing so today.

I am happy to discuss with you the role you will be playing here. I look forward to meeting with you later today (at 1:30) to do so.

-Jason G.

---

**From:** Miller, Carla

**Sent:** Monday, October 28, 2019 3:14 PM  
**To:** Gabriel, Jason  
**Cc:** Hodges, Lawsikia; Oberdorfer, Kirby; Rhode, Lynne C. (City of Jacksonville)  
**Subject:** JEA conflict memos

Dear Jason,

This is a summary of the conflict analysis we have been discussing. On October 16, 2019, you and I met with Robert Josay of Foley and Lardner—JEA's attorney. (Others present: Lynne Rhode, Lawsikia Hodges, Aaron Zahn, John McCarthy, Jenny McCollum and the Inspector General.) I brought up the issue that a conflict analysis had not been done on the 3 potential ITN negotiators and that the "Conflict Form" filed by the bidders was grossly inadequate to capture any potential conflicts under Florida law. I gave Lynn and Robert our office's conflict forms to assist them in conducting a comprehensive analysis.

On Tuesday, Oct. 23, I received 3 conflict memos from Lynne on each of the 3 proposed negotiators. The next day, Oct. 24, I responded in an email with problems that Kirby and I had with the conclusory language and omitted facts in those memos. That same afternoon, I received an email from Lynne asking if we could sign off on the conflict screening that afternoon as "Jenny would like to appoint the negotiators today". At 10pm that night, a revised set of memos was sent to me.

The role of the Ethics Office is not to "sign off" on the JEA conflict memoranda. I am working with the Inspector General to monitor the ITN process. If I see something that is inadequate, I will note it for you immediately so that it can be corrected. I don't want to sit by and see something that is problematic and not tell you about it until it perhaps appears in a report at the end of the process. But that doesn't mean we are on the JEA or OGC team or that we are partners in working on the project. We are not. We will share any pertinent resources that we feel are helpful or relevant with JEA staff and OGC but ultimately, the process and policy decisions are up to JEA with advice from OGC and the law firms hired by JEA for this process.

In the revised memos, there is this language:

"For purposes of conducting this analysis, we have reviewed, relied upon, and summarized in relevant part herein statements from the potential Negotiation Team member regarding their past and/or present interactions with Respondents to the ITN. This analysis has been prepared in consultation with, and with the direct assistance of, the City of Jacksonville Office of Ethics, Compliance, and Oversight."

I would request that you take out the sentence referencing the Ethics Office and attach this letter to it. We are not JEA's partners in issuing these memos; we have just pointed out the omissions and danger points. There is a lack of substantiation for many of the assertions in

those memos that needed to be pointed out.

I would not describe our interaction as assisting JEA; it is one of oversight. I told you all at the meeting on 10/16 that the JEA conflict analysis was non-existent and needed to be done. Kirby and I reviewed Lynne's conflict memos and indicated in an email to Lynne and Lawsikia that they were insufficient. Now, we have highlighted the issue of the Senior Leadership Team at JEA receiving special employee benefits as a potential conflict and invalidation of the negotiation process. The conflict memos that we have been sent are not sufficient, in our opinion to resolve these issues.

Here is what we would ordinarily do if we were working with OGC on one of our typical conflict situations. If it was a simple matter with clear direction from existing State Ethics Commission opinions, we would interview the subject in depth, get supporting documentation on it and then issue an opinion letter with OGC on the matter. We have done that many times. If the matter is unclear and of high importance, we would always recommend that it be written up for an opinion from the State Ethics Commission. Based upon the information in the memos, that is clearly what needs to happen for these 3 negotiators. Our recommendation is to submit these 3 situations to the State Ethics Commission for an opinion.

Carla

Carla Miller  
Director, ECO  
Ethics, Compliance and Oversight  
(904) 255-5507 Hotline (904) 630-1015