



AGENDA REQUEST FORM

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

MEETING DATE	2019-06-25 10:05 - Regular School Board Meeting
AGENDA ITEM	ITEMS
CATEGORY	H. OFFICE OF THE GENERAL COUNSEL
DEPARTMENT	Office of the General Counsel

Special Order Request <input type="radio"/> Yes <input checked="" type="radio"/> No
Time
Open Agenda <input type="radio"/> Yes <input checked="" type="radio"/> No

ITEM No.:

H-1.

TITLE:

Conflict of Interest Waiver Request – Greenberg Traurig, P.A.

REQUESTED ACTION:

Approve the request for conflict of interest waiver, dated June 14, 2019, by Greenberg Traurig, P.A.

SUMMARY EXPLANATION AND BACKGROUND:

The law firm of Greenberg Traurig, P.A. ("Firm") serves The School Board of Broward County, Florida ("SBBC") as bond/special tax counsel and is currently representing SBBC as Special Tax Counsel in connection with the issuance of its Certificates of Participation, Series 2019A and 2019B ("Transaction"). See Supporting Docs for continuation of Summary Explanation and Background.

SCHOOL BOARD GOALS:

Goal 1: High Quality Instruction Goal 2: Continuous Improvement Goal 3: Effective Communication

FINANCIAL IMPACT:

There is no financial impact to the District.

EXHIBITS: (List)

(1) Summary Explanation and Background (2) Conflict of Interest Waiver Request (3) Waiver

BOARD ACTION:

APPROVED

(For Official School Board Records Office Only)

SOURCE OF ADDITIONAL INFORMATION:

Name: Barbara J. Myrick, Esq.	Phone: 754-321-2050
Name:	Phone:

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
Senior Leader & Title

Barbara J. Myrick - General Counsel

Signature

Barbara J. Myrick
6/18/2019, 5:02:30 PM

Approved In Open Board Meeting On:

JUN 25 2019

By: Heather P. Brantford
School Board Chair

SUMMARY EXPLANATION AND BACKGROUND

The law firm of Greenberg Traurig, P.A. ("Firm") serves The School Board of Broward County, Florida ("SBBC") as bond/special tax counsel and is currently representing SBBC as Special Tax Counsel in connection with the issuance of its Certificates of Participation, Series 2019A and 2019B ("Transaction").

The Firm has filed the attached conflict of interest waiver request seeking the SBBC'S waiver of any actual or potential conflicts of interest regarding its representation of SBBC in the above Transaction as well as future unrelated matters.

In its request, the Firm advises that Bank of America ("BofA") now requires a conflict waiver letter from any law firm that represents it or an affiliate in unrelated matters, for any transaction in which both BofA and such law firm are involved but the law firm is representing a different party. BofA Securities, Inc., an affiliate of BofA, is serving as Senior Managing Underwriter for the above Transaction. The Firm further advises that (1) it will not be serving as counsel to BofA Securities, Inc. in any capacity in connection with the Transaction and (2) should a conflict arise at any time in the future between the School Board and BofA, the Firm will not represent either party in connection with such conflict.

The General Counsel's office has reviewed the request and has no objection to same. Furthermore, Rule 4-1.8(b) prohibits a lawyer from using any information relating to the representation of a client to the detriment of the client's interests without further informed consent by the client.

A Waiver of Conflict acknowledgment form is attached for execution by the Chair and the Superintendent should the waiver request be approved.

End of Document

June 14, 2019

Barbara J. Myrick, Esq.
General Counsel
The School Board of Broward County, Florida
600 SE Third Avenue, 11th Floor
Ft. Lauderdale, Florida 33301

Re: Serving as Special Tax Counsel to The School Board of Broward County, Florida in Connection with the Proposed Issuance of Certificates of Participation, Series 2019A and 2019B, for which BofA Securities, Inc. will serve as Senior Managing Underwriter

Dear Ms. Myrick:

Bank of America (“BofA”) now requires a conflict waiver letter from any law firm that represents it or an affiliate in unrelated matters, for any transaction in which both BofA and such law firm are involved but the law firm is representing a different party. Greenberg Traurig, P.A. (the “Firm”) is required to obtain such a waiver because it represents BofA from time to time in unrelated matters, and is serving as Special Tax Counsel to the School Board in connection with the issuance of its Certificates of Participation, Series 2019A and 2019B, in which BofA Securities, Inc., an affiliate of BofA, is serving as Senior Managing Underwriter (the “Transaction”).

As you are aware, the Firm has served and acted (and will in the future serve and act) as bond/special tax counsel to the School Board. We advise you that the Firm has served and will serve in the future as counsel to BofA or its affiliates in unrelated matters. It should be noted that we will not be serving as counsel to BofA Securities, Inc. in any capacity in connection with the Transaction. Under the applicable ethical rules we would be precluded from undertaking the proposed representation unless all affected clients waive the conflict of interest. Such a conflict of interest is waivable only if (i) the conflict is fully disclosed to all parties, (ii) our exercise of independent professional judgment in the proposed representation of one client will not be materially limited by our responsibilities to the other client, (iii) we reasonably believe that our representation will not be adversely affected by the conflict, and (iv) our representation does not violate any other ethical requirements.

With respect to all conflict issues in this proposed representation, we believe that our exercise of independent professional judgment in our representation of the School Board in the Transaction, and of BofA in unrelated matters, will not be impaired.

The Firm has agreed to undertake the representation of the School Board in the Transaction with the express consent and agreement of both the School Board and BofA, and our mutual understanding and agreement as follows:

Barbara J. Myrick, Esq.
June 14, 2019
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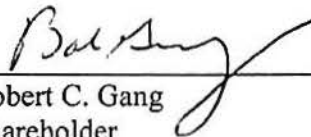
1. Subject to paragraph 2 below, the School Board acknowledges the Firm's representation of BofA in unrelated matters, and waives any objection or potential conflict with respect to such representation. The Firm has obtained a conflict waiver from BofA in accordance with procedures required by BofA. The Firm shall not represent BofA in any capacity with respect to the proposed Transaction.

2. Because of the Firm's prior and continuing relationship with the School Board and BofA, the Firm advises the School Board and the School Board agrees, that if a conflict with respect to the Transaction should at any time in the future arise between the School Board and BofA, the Firm shall not represent either party in connection with such conflict.

Please indicate your agreement and consent to the foregoing by signing a 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.

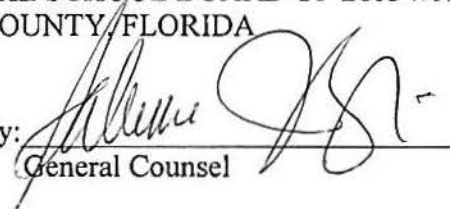
Sincerely,

GREENBERG TRAURIG, P.A.

By: 
Robert C. Gang
Shareholder

AGREED AND ACCEPTED:

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

By: 
General Counsel

WAIVER OF CONFLICT OF INTEREST

The School Board of Broward County, Florida (“**SBBC**”), and Greenberg Traurig, P.A., (“the **Firm**”), hereby acknowledge and agree to the following Waiver of Conflict of Interest (“**Waiver**”) concerning the issuance of Certificates of Participation, Series 2019A and 2019B (“**Transaction**”), for which BofA Securities, Inc., an affiliate of Bank of America (“**BofA**”), will serve as Senior Managing Underwriter and the **Firm** will serve as Special Tax Counsel to **SBBC** and further:

1. Subject to paragraph 2 below, SBBC acknowledges the Firm's representation of BofA in unrelated matters, and waives any objection or potential conflict with respect to such representation. The Firm has obtained a conflict waiver from BofA in accordance with procedures required by BofA. The Firm shall not represent BofA in any capacity with respect to the proposed Transaction.

2. Because of the Firm's prior and continuing relationship with the School Board and BofA, the Firm advises the School Board and the School Board agrees, that if a conflict with respect to the Transaction should at any time in the future arise between the School Board and BofA, the Firm shall not represent either party in connection with such conflict.

With respect to all conflict issues in this proposed representation, the Firm believes that their exercise of independent professional judgment in the representation of the School Board in the Transaction, and of BofA in unrelated matters, will not be impaired.

Accordingly, SBBC hereby acknowledges and consents to the foregoing; and

IN WITNESS WHEREOF, the parties hereto have caused this Waiver to be executed by their respective authorized offices/agents on the dates stated below.

The School Board of Broward County, Florida

By: *Heather P. Brinkworth*
Name: Heather P. Brinkworth, Chair
Date: June 25, 2019

Approved as to Form and Legal Content:

[Signature]
Office of the General Counsel

ATTEST:

[Signature]
Robert W. Runcie, Superintendent of Schools

