

**CONFIDENTIAL**

December 23, 2009

[John Smith]  
[123 Main]  
Chicago, IL 606[]

**Re: Case No. 09057.Q**

Dear [John Smith],

As you requested, I am confirming the advice and guidance that Richard Superfine, our office's Legal Counsel, gave you by telephone on June 4, 2009, and then that I gave you by telephone on December 2, 2009.

You advised us that you are an unpaid board member of [Charity ] Centers (CC), an affiliate of [Umbrella Group] (Umbrella). Umbrella is a City delegate agency that provides social services and health care in the City's [A], [B] and [C] communities. You are also a [Program] Planning Analyst for the City's Department of X (X). You explained to Richard in June that, at that time, negotiations were proceeding between X and Umbrella for a proposed lease by Umbrella of X's [A] Center. At that time, Richard advised you that nothing in the City's Governmental Ethics Ordinance prohibited you from continuing your service on CC's Board. However, he cautioned you that, in some circumstances, you may be required to recuse yourself "at both ends," that is, remove yourself from becoming involved in, considering or voting upon either: (i) an Umbrella or CC matter brought to you in your position at X; or (ii) a matter involving the City or X pending before CC's Board. This would require you to find a substitute, which might reduce your effectiveness to either the City or CC. He reminded you that, as a City employee, you owe your primary duty of allegiance to the City in the event of a conflict between your fiduciary duties to the City and those to CC or Umbrella. He also counseled you that, were City or X matters being considered by CC, or CC or Umbrella matters being considered by X, you would have to be effectively screened from those matters as well.

You advised me in December that CC was still discussing with X the possibility of CC leasing and operating one of X's [centers]. You also advised me, that, as a CC Board member at CC, you had followed Richard's counsel and had abstained from participating in or voting on any matters involving X that had come before the Board.

In our discussion, I suggested that, although not required by the City's Governmental Ethics Ordinance, it might be in your, X's, CC's and Umbrella's best interests for you to consider resigning your CC position altogether, and that you may wish to discuss this with your superiors at X,

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especially given that X's new [Supervisor] was formerly an employee of Umbrella. I also advised you that, based on what you had explained to me, and on Richard's earlier guidance to you, my conclusion was that you had not performed any act or omission that would be considered a violation of any provision of the Governmental Ethics Ordinance.

You requested that I send you a letter confirming our advice and guidance. I explained that, unfortunately due to our staff's workload, there may be some delay in getting that to you. Our guidance to you is based upon the facts you provided. If the facts are incorrect, please advise us, as that may change our guidance. In addition, please note that we base our guidance solely on application of the Governmental Ethics Ordinance to the facts presented in this letter; other laws, rules or authority may apply. We sincerely appreciate your conscientiousness and your patience. If you have further questions, please do not hesitate to contact us.

Yours very truly,

Steven I. Berlin  
Executive Director