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September 3, 2021

VIA ELECTRONIC MAIL: JORDANA.GREENWALD@PHILA.GOV

Louis S. Rulli
Hearing Officer
City of Philadelphia
Board of Ethics
lrulli@law.upenn.edu

RE: **Board of Ethics, Matter No. 2106ET19**

Dear Mr. Rulli,

You have asked that we briefly describe the nature of the potential conflict issue raised with regards to my representation of Celena Morrison in the above matter and confirm that written consent has been obtained from all relevant parties.

On July 28, 2021, I was retained to represent Celena Morrison, Executive Director of the Philadelphia Office of LGBT Affairs, in an Administrative Enforcement Proceeding before the Philadelphia Board of Ethics. Subsequently, I was asked to assess whether I would have a conflict in representing Ms. Morrison because I previously represented Michael J. Cooke, General Counsel to the Board, in connection with a January 2020 interview and grand jury appearance as part of the Department of Justice's investigation of Councilman Kenyatta Johnson. Mr. Cooke is not the attorney directly responsible for the current matter.

On August 18, 2021, I wrote to Mr. Cooke that I had been asked to assess whether I believed my representation of he and Ms. Morrison created a conflict. I advised that I did not believe that I had a conflict of interest under RPC 1.7 for the following reasons:

First, assuming that my representation of Mr. Cooke is considered continuing, there is no significant risk that the representation of each client in unrelated matters will materially limit my ability to represent either Mr. Cooke or Ms. Morrison.

Second, I did not believe that the representations were directly adverse to each other.

Third, if one were to disagree with either conclusion above, I believed that, upon informed consent by each client, I could nevertheless maintain the concurrent representations for the following reasons under RPV 1.7:

1. I reasonably believe that I will be able to provide competent and diligent representation to each client;
2. The representation is not prohibited by law; and
3. The representation does not involve a claim by one client against the other in the same litigation.

On August 17, 2021, Mr. Cooke advised that he had conferred with the Board Chair and that they agreed with my analysis based on what they understood to be the scope of my representation of Ms. Morrison. Mr. Cooke stated that, even though it did not appear to be required by Rule 1.7 in this case, he consented to my representation of both he and Ms. Morrison. He advised that his view about the absence of a conflict, and his consent, was based on the understanding that my representation of Ms. Morrison is limited to defending her in this matter. He asked that if the nature of the representation changes, that I let him know immediately so that he can re-assess.

I also informed Ms. Morrison of the issue and Ms. Morrison agreed in writing to my continued representation.

Please advise if you need additional information.

Very truly yours,

/s/ *Gaetan J. Alfano*

Gaetan J. Alfano

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