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VIA ELECTRONIC AND CERTIFIED MAIL

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Re: Miami Dade College Property 520 Biscayne Blvd. Public Records

Dear Board of Trustees:

I provide you with this statement to set the record straight concerning Miami Dade College USP3#2015-20-10 for the development of a world-class cultural center at 520 Biscayne Boulevard. Throughout the course of the last several months, it has been documented that the College's outside legal counsel, Bilzin Sumberg Baena Price & Axelrod, LLP, had private meetings at the home of former Related President of International and Strategic Projects, Lissette Calderon, had interactions at a private yacht club and engaged in private undisclosed communications throughout the solicitation process.

When the behavior was finally disclosed, I encouraged a full investigation into this conduct. Unfortunately, this encouragement, which would have led to a fair and transparent competitive process to ensure the college received the best value for this publicly owned property, turned into a vicious attack against the integrity of myself and my company.

I initiated this process through an unsolicited proposal. I wanted to deliver a world-class museum to the people of Miami Dade County. I wanted to donate my life's art collection to the College for public and educational enjoyment. Through it all, I assumed I was participating in a fair and open process.

The proposals submitted by my team and Related could easily be distinguished by what each team offered to the College as consideration for the property. While Related offered little more than an empty shell, my proposal provided the College with over \$140,000,000 of cash and other valuable consideration. I offered the College \$20,000,000 in profit sharing while Related capped its potential profit sharing at \$5,300,000. I was prepared to donate \$60,000,000 of art from my collection, Related did not offer any art. I offered to make annual monetary contributions of \$2,500,000 to subsidize the operation and maintenance deficit of the museum over the next fifty years, Related offered nothing to help operate or maintain the cultural center. These are just a few of the many differences between our respective contributions to the College. Yet, even with the disparity in our contributions, Related and I received equal scores from the evaluation committee on a category designed to rank proposers based on what they were providing the College in return for the land. It is unclear how our contributions, if evaluated fairly, could ever yield equal scores.

On June 6, 2016, the findings of Roberto Martinez's "investigation" were made public. Those findings detailed admissions of contact and communications between outside counsel to the College and former Related President Lissette Calderon, during the period of time when the cone of silence was in effect. The report was filled with examples of contact, communications, visits to private residences and private yacht clubs while the cone of silence was in place. However, without any further investigation or curative measures, it was summarily decided that these encounters would simply be explained away as nothing more than casual contact regarding their kids school activities. In fact, the College, through its counsel Bilzin Sumberg, repeatedly argued in numerous administrative and legal proceedings that the contact was nothing more than about bath towels and other harmless matters. There was never any evidence provided showing that these private contacts were solely about their children. By releasing these admitted text messages, the public could have been made aware of the content of these communications.

My concern has always been with these private encounters where it is impossible to know the true content of their communication. At the very least, these interactions should have prompted the College to call for an independent investigation. Instead, Dr. Padron turned to Roberto Martinez, a former Miami Dade College Board of Trustee chairman, who conducted an "investigation" and found nothing troubling about the private communications. Numerous aspects of the "investigation" are troubling, including that fact that there is no record of Lissette Calderon ever being interviewed. How can you investigate a matter without even speaking to the person at the center of the alleged wrongdoing?

Late in the process it was shown that Related had twenty-two matters with Bilzin Sumberg. Related's submittal did not identify which lawyers at Bilzin Sumberg were working on the matters it generically described. I had no idea that the two attorneys from Bilzin Sumberg would, on behalf of the College, be negotiating with Related and other proposers while those same two attorneys represented Related on numerous significant matters, including the very controversial Liberty Square project. I believe the proposers and the public should have been made aware of the relationship between Related and the specific Bilzin Sumberg attorneys much earlier in the process. This, as with many other actions taken by Dr. Padron, could have easily been disclosed and remedied. The identity of those two attorneys were not made public until June of 2016, toward the final stages of the solicitation.

On July 6, 2016, the day before the enhanced proposals were due to the College, attorney Albert E. Dotson, Jr. was at the Miami-Dade County Board of County Commissioner's meeting representing Related CEO, Jorge M. Perez. The two of them spoke to the Board of County Commissioners regarding Related's Liberty Square project, the largest public housing project in the county's history. I later

found out that Mr. Dotson had been representing Mr. Perez since October of 2015. Coincidentally, Mr. Dotson was hired by Related on that matter just weeks before the Supplemental Information Package USP3#2015-20-10 was released by the College. At the very least, I assume that Mr. Dotson and Mr. Perez were engaged in constant contact and communication during the entirety of the solicitation process. Again, I believe such information should have been made public early in the process and the proposers had a right to know about the relationship between Related and Bilzin Sumberg attorneys. Why didn't Dr. Padron choose to disclose that information publicly? Why was the public kept in the dark about the relationship between one of the proposers and the College's outside counsel? These and other important questions have gone unanswered by the public institution entrusted with ensuring that the competitive procurement process would be fair, transparent and free of favoritism and bias. Instead the public lost the opportunity to bring a world-class museum to Miami at no cost or expense to tax payers.

On June 16, 2016, the College requested that all proposers sign an Amended Agreement Not to Sue after partially disclosing the foregoing simultaneous representations, private meetings, encounters and communications between Bilzin and Related. The amended agreement demanded that the proposers waive all of their legal and administrative rights to challenge the reported conduct. The amended agreement reads as follows:

"...agrees and covenants not to sue or file a bid protest against the College and/or its officials, officers, employees, directors, trustees, contractors, consultants, attorneys, and agents (hereinafter within this Amended Agreement also collectively referred to as the College), directly or indirectly, through third parties, or otherwise, for anything relating to, concerning or regarding the USP3; the selection of the developer for the Project; or any of the following enumerated grounds based on any action or inactions occurring before the date hereof (iv) that the process is or has been unfair, biased or in any way improper as a result of any relationship between MDC's outside counsel Bilzin Sumberg and any Offeror;Nothing contained in this Amended Agreement is, nor shall it be deemed, a waiver of the Signatory's rights as to any fraud, misrepresentation, other illegal, or tortious acts committed by the College from the date hereof forward, or to enforce any rights conferred by the following enumerated statutes, laws, and codes enacted to protect the interests of the public based on any such action or inaction from the date hereof forward...*This Amended Agreement makes clear that the Offerors are prohibited from filing a bid protest or suing the College for any and every action taken or inaction prior to the date hereof. The Signatory's administrative bid protest rights that remain are only related to actions or inactions from the date hereof forward.*"

The amended agreement attempted to bar the proposers from filing suit or even filing a bid protest relating to any fraud, misrepresentation, other illegal, or tortious acts that occurred, but were never disclosed retroactive to the date of signing the amended agreement. **The intent of this document is unambiguous: I must waive any rights, both legal and administrative, regarding any wrongdoing by the College or Bilzin Sumberg prior to June 16, 2016.**

The timing of this amended agreement is very troubling. The agreement was presented to proposers immediately following the publication of the "investigative report". Less than two weeks after it is made public that Ms. Amaducci-Adams, an attorney at Bilzin and counsel to the College on this project, admitted to visiting Ms. Calderon at her home a "handful of times" during the beginning of 2016, that they exchanged phone calls and text messages and met at a private yacht club. I am asked to sign away any legal or administrative rights afforded to me, and simply accept the previously undisclosed contact as innocent and unrelated to the solicitation. I could not accept such an inappropriate demand. I can't imagine any business person would.

It should be noted that in my unsolicited proposal submitted to the College on May 8, 2015, I was the one that introduced an agreement not to sue. It was never my intention to litigate with the College regarding this procurement process. Prior to filing any legal action, I repeatedly requested that the College cure the effects of the impropriety by removing Bilzin Sumberg from the process, disqualify Related and thereby insuring fairness and transparency in the procurement process. Unfortunately, each request was ignored and eventually the amended agreement was produced in order to, I assume, simply wash away the questionable conduct.

In order to understand what was going on, I requested public records from the College. Due to the College's refusal to provide me with the public records requested by my counsel, I was forced to spend an incredible amount of money in an effort to obtain public records. What is even more astonishing is the amount of taxpayer dollars that Dr. Eduardo Padron has spent in trying to hinder my access to these public records. Why has so much money been spent in litigation in order to hide public records? For over a year, millions have likely been spent to conceal public records that I am entitled to. It is very concerning that a public institution would undergo such an expense to conceal public records.

Through various depositions and careful review of the numerous productions provided by Miami Dade College, it is clear that I was treated very differently than every other party which requested public records. As an example, on August 10, 2016, Miami-Dade College received a public records request from a FloridaPolitics.com reporter who utilized nearly identical search terms to the ones we provided in our initial public records request on June 10, 2016. That request was immediately sent to the director of the IT department and within 20 days, the College's Office of Legal Affairs responded to his request. The College responded by stating that there were over 24,000 pages of documents related to the solicitation, just in Dr. Rolando Montoya's inbox, former College Provost and chairman of the evaluation committee for the project. Yet the College has on numerous occasions stated that the less than 16,000 pages I have received to date are a complete record of all the responsive documents pertaining to this solicitation. It has now been over a year since the public records request was submitted to the College and the volume of documents provided to me are minimal compared to the amount of responsive documents others requesting public records were told existed.

As further evidence of Miami-Dade College's delay when it comes to my public records requests, on November 20, 2015, an individual by the name of Abraham Lambert also requested documents with nearly identical search terms. In response, the College sent his request to the director of the IT department, and within a month, Mr. Lambert was given an opportunity to inspect or copy the records he requested.

Over the past few months, the depositions of Rolando Montoya, Roman Martinez (College Director of Purchasing), and Carmen Dominguez (former General Counsel for the College) have revealed a very troubling pattern with respect to how my public records request was handled. Each one of the individuals deposed made troubling statements, often contradicting each other. As an example, during his deposition, Rolando Montoya stated that the College never asked the IT department to run any of the searches we asked for in our public records request. He said Roman Martinez had all the documents pertaining to the solicitation, including the electronic information requested, and he was the one responsible for compiling the documents. When questioned about his involvement in the gathering of information responsive to the public records request, Mr. Martinez stated that he gathered all the procurement materials he had and gave them to the Legal Department. The overwhelming majority of which was withheld from me for approximately a year. Mr. Martinez

also specifically testified that he was not in charge of gathering or compiling any of the electronic records from anyone else at the College and did not do so. He said that was the IT Department's job but, as stated above, the IT Department was specifically told not to get involved in responding to my request.

Ms. Dominguez testified that she just reviewed what she received from Mr. Martinez for responsiveness but did not run any searches on her own either. So basically, what we had was Mr. Martinez turning over his records, Ms. Dominguez reviewing those records solely for responsiveness, and Mr. Montoya refusing to request the IT department to run the searches necessary to comply with the public records request. Unlike the process followed with other public records request, where the IT department is contacted in order to conduct searches of emails and other electronic information, in our case, the IT department was intentionally NOT requested to conduct searches that they routinely ran when such public records requests were made. The process followed by the College regarding my public records request is simply illogical and outrageously costly to the taxpayers.

I have spent millions of dollars in a public process that I believe was not conducted in a fair and transparent manner. Furthermore, I have spent a fair amount of money in legal proceedings trying to obtain public records that should have been made available upon request. It is completely unacceptable that an individual must file a lawsuit in order to obtain public records from a higher education institution. It is completely unacceptable that Dr. Padron and the College has acted in this way and it is embarrassing that an individual must file a lawsuit in order to obtain public records from a higher education institution. It is also troubling that, Dr. Padron, as the President of a state college, would spend what I would assume to be close to or over a million dollars of public funds to try and deny a citizen access to records that he is entitled to under Florida law. I am very disheartened by this entire situation and will see this process through in the interest of the public good.

Board Members, it is very important that you immediately rectify the actions of Dr. Padron and the College administration with respect to this solicitation. I believe this process has been tainted and I will use every legal remedy afforded to me to ensure those responsible are held accountable. Due to the College's actions, I have suffered great financial damage and will take every action possible to recover what I have lost. Again, I ask that you please investigate this matter and take whatever corrective actions you deem necessary to ensure future citizens will not have to endure the process I have had to in order to exercise their legal rights.

I thank you for your consideration of this request and are available to answer any questions.

Nader+Museu I, LLLP

A handwritten signature in black ink, appearing to read "G. Nader", written over a horizontal line.

By: Gary Nader, Manager