



CITY OF PHILADELPHIA

BOARD OF ETHICS
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Philadelphia Board of Ethics Non-Public General Counsel Opinion No. 2025-501

May 28, 2025

Re: Application of City post-employment rules

Dear Requestor,

You have requested a non-public opinion explaining how the City’s post-employment rules would apply to various activities you hope to engage in as a former City employee. As explained below, City law would not absolutely prohibit these activities, but it will restrict you from taking certain actions that relate to actions you took during your City employment.

I. Jurisdiction

The Board of Ethics administers, enforces, and interprets all Philadelphia Home Rule Charter and Code provisions pertaining to ethical matters, including the City’s Ethics Code (Philadelphia Code Chapter 20-600) and certain provisions of the Home Rule Charter. Home Rule Charter Section 4-1100 and Code Chapter 20-600 authorize the Board to render advisory opinions concerning a City officer’s proposed future conduct. [Board Regulation No. 4](#) describes the procedures related to seeking an advisory opinion and for requesting reconsideration or appeal to the Board of an advisory opinion issued by me.

Home Rule Charter Section 4-1100 also gives the Board “concurrent authority” with the Law Department to advise City officials on the application of State law. My guidance on State law, however, does not provide protection from possible enforcement by the State Ethics Commission. For guidance on the State Ethics Act that would provide such protection, you should contact either the State Ethics Commission or the City’s Law Department.

My understanding is that you have requested advice directly from the State Ethics Commission. Accordingly, I will not directly address the State Ethics Act in this Opinion.¹

¹ Section 1103(g) of the State Ethics Act prohibits a former public employee from being paid to represent someone before their “former governmental body” for one year after leaving City service. Representation includes, but is not limited to, attending meetings, signing documents, and emailing points of contact.

II. Background

You are a former high-ranking employee of a City department. As part of the work in your former position you oversaw various programs and funds, including a specific grant program (“the Fund”).

You recently left your City position. You are now considering several projects and roles, including launching an arts and culture event, reactivating a community center, starting a law practice, and attending community events. Some of these activities are likely to involve interactions with City employees or City programs. You have asked whether the City’s post-employment rules would limit your ability to represent yourself, your own LLC, a nonprofit venture, or clients of your law practice in dealings with the City.

III. Relevant City Law

a. Code Section 20-607(3) – Two Year Post-Employment Restriction

Philadelphia Code Section 20-607(3) prohibits a City officer or employee from becoming financially interested in any official action taken “during [their] term of office or employment and until two (2) years have elapsed” after leaving City service. The Code defines official action as “an act or omission taken by an officer or employee in their official capacity that requires discretion and is not ministerial in nature.” Code § 20-601(17).

The application of this rule depends on the type of official actions you took as a City employee. At a minimum, for two years after leaving City service, you may not be paid with any funds from, or provide any services through, a contract that you helped award while working for the City. See [Bd. Op. 2016-002](#). This rule has also been applied to prohibit a former City official from holding a paid role with a nonprofit they helped form while in their City role. See [G.C. Op. 2021-503](#) at 4.

In addition, as explained in Board Opinion 2021-001, a City employee “may not accept an offer of employment if it is connected to prior official action taken by that employee.” [Bd. Op. 2021-001](#) at 3. The Board explained that “connected” meant that “the specific official action cannot be a substantial basis for the offer of employment.” *Id.* The Board noted, however, that “the mere existence of a prior official action is not sufficient to preclude a subsequent offer of employment.”² *Id.*

Based on the information you provided, most of your proposed activities would be permitted under Section 20-607(3). This is because Section 20-607(3) does not bar you from having a financial interest in all City matters, but rather only restricts those matters where you took official action in your City role. The application of this rule to your proposed activities is discussed in Part IV below.

² Board Opinion 2021-001 involved a current City employee, but I do not believe this aspect of its holding would be any different if applied to a former City employee.

b. Code Section 20-603 – Permanent Post-Employment Restriction

Philadelphia Code Section 20-603 prohibits a former City officer or employee from assisting “another person, with or without compensation, in any transaction involving the City in which [the officer or employee] at any time participated during their City service or employment.” This Permanent Post-Employment Rule prohibits you from assisting any third party with any transactions in which you were personally involved while working for the City. As defined in the City Code, a transaction involving the City is:

Any proceeding, application, submission, request for a ruling, or other determination, contract, lease, claim, case, award, decision, decree, judgment or legislation including ordinances and resolutions or other particular matter which the City officer or employee in question believes, or has reason to believe (a) is or will be the subject of City action; or (b) is one to which the City is or will be a party; or (c) is one in which the City has a direct proprietary interest.

Code § 20-601(27).

Participation includes any non-ministerial actions as part of the employee’s City duties. For example, an employee has participated in a transaction where they “made a recommendation, did some research, participated in a meeting, analyzed some data, drafted a document or the like.” [G.C. Op. 2012-516](#) at 4; G.C. Op. 2021-503 at 5.

Prior General Counsels have advised that participation in City transactions does not include every aspect of a project or policy in which a former employee had some role. Rather, the relevant matter for purposes of Section 20-603 is “the particular issue or issues on which decisions were made by the City with the requestor’s involvement, not every issue related to that project that may arise after [the employee] separated from City service.” G.C. Op. 2012-516 at 4. For example, Section 20-603 did not bar a former City employee from assisting their new employer with its City contracts where those specific agreements were not in place while the former employee was working for the City. [G.C. Op. 2017-504](#) at 6.

The Ethics Code does not define “assist,” and the Board has not opined on what actions constitute assistance under Section 20-603. General Counsel Opinion 2021-503, however, advised that the former employee would be “assisting” their new employer if they took discretionary action specific to the matter in question. G.C. Op. 2021-503 at 6. For example, the General Counsel advised that “offering a recommendation about which City officers an employee of the [new employer] should talk to about a project or drafting a proposed scope of work for a project” would be “assisting” the new employer and therefore prohibited under Section 20-603. *Id.*

Section 20-603 focuses on the subject matter of your post-employment activities. The same restrictions apply whether or not the City officials with whom you interact in your post-City roles are colleagues from your former City department. Additionally, Section 20-603 only applies if you are assisting someone else.

Thus, whether Section 20-603 applies depends on whether (1) the appearances or interactions relate to City transactions in which you participated during your City service and (2) you are “assisting” someone else with such a transaction.³

c. City Lobbying Law

In addition to the post-employment rules outlined above, the City’s Lobbying Law requires principals,⁴ lobbying firms, and lobbyists to register with the Board and file expense reports if they meet certain thresholds. Individuals must register with the Board as lobbyists if, in a given quarter of the calendar year, they earn more than \$2,500 for non-exempt lobbying activities. [Regulation No. 9](#), ¶ 9.2(b). An individual who engages in lobbying on behalf of their own employer (rather than for a client) is only required to register if they also spent at least 20 hours on such activity in that quarter. *Id.*

Registration is due within ten days of exceeding these thresholds. *See* Regulation No. 9, ¶ 9.2(b). If you are employed by or retained by a registered principal, they must list you on their registration statement and include your lobbying activities in their quarterly expense reports.⁵ *See id. at* ¶¶ 9.5, 9.13.

Lobbying is any effort “to influence legislative or administrative action, whether through (i) direct communication; (ii) indirect communication; or (iii) by providing any gift, hospitality, transportation or lodging to a City officer or employee for the purpose of advancing the interest of the lobbyist, lobbying firm or principal.” Regulation No. 9, Paragraph 9.1(s). Please note that the Lobbying Law specifically exempts certain activities from the registration and reporting requirements. *See* Regulation No. 9, Subpart D. For example, the Law exempts communications with City officers and employees about routine, ministerial matters. *Id.* This means that you do not need to include time spent on such activities when assessing whether you meet the thresholds described above.

³ This rule does not apply to representing your own personal interests as a City resident.

⁴ A principal – anyone on whose behalf lobbying is carried out – must register with the Board if they spend more than \$2,500 on lobbying activity in a quarter. [Regulation No. 9](#), ¶ 9.2(a). Principals must also file expense reports for each quarter of that calendar year. *Id.* at Paragraph ¶ 9.9.

⁵ Pennsylvania Rule of Professional Conduct 1.19 provides that a lawyer “acting as lobbyist, as defined in any...ordinance enacted by a local government unit, shall comply with all regulation, disclosure, or other requirements of such...ordinance which are consistent with the Rules of Professional Conduct.” It further provides that a lawyer who is a former public employee cannot lobby their former governmental body for one year after their government service ends. Pa. R.P.C. 1.19(c).

IV. Discussion

a. Post-employment

The City's post-employment rules described above would not entirely prohibit you from taking on any of the proposed roles or activities. As described in greater detail below, the rules would limit interactions with City personnel or programs to the extent they relate to your previous work as a City employee. These explanations do not address the State's one-year post-employment rule, which may further restrict some of your proposed activities.

Arts and Culture Event

You hope to organize and hold an arts and culture event. You have formed a limited liability company of which you are the sole member, and plan to organize and host the event through that LLC in collaboration with a local nonprofit. You anticipate that the LLC may apply for funding through City programs or seek City contracts. You do not anticipate that any such funding or contracts would be through your former City department.

Both Sections 20-603 and 20-607(3) would only limit your activities related to this event to the extent that your interactions with the City involve matters in which you took part during your City tenure. For example, for the first two years after you leave City service, you could not seek grant funds for the event from a program of your former department such as the Fund. So long as the contracts, funding, or other actions you seek from the City are not related to your past City work, they would not be prohibited by City law. Furthermore, because the event is based on a project you were involved in prior to joining the City, your City employment is clearly not a "substantial basis" for your post-City role.

Community Center

You plan to reopen a community center in the City in which you were involved prior to joining the City. This community center would host events and programs. The center would be in a space owned and operated by a nonprofit. You may wish to seek grants or partnerships through City agencies as part of the reactivation of the center. The nonprofit entity also identifies the City as a partner.

As above, the key question for both Section 20-603 and 20-607(3) will be whether interactions or financial relationships with the City on behalf of the center are related to actions you took via your former City position.⁶ For example, if the nonprofit building owner were to offer discounted space through a program you oversaw in your City role, your LLC and the programs it operates cannot financially benefit from that discount until two years have passed since you left City employment. In contrast, City law would not prohibit your LLC from seeking other City grants so long as you were not involved in those programs during your City employment.

⁶ As with the arts and culture event, you were involved in the community center prior to joining the City, such that your City employment cannot be a "substantial basis" for your return to that project.

Under Section 20-603 you must also ensure that you are not assisting someone else – including your LLC – in any matter in which you participated in your former City position. This applies regardless of whether you are being paid for such assistance. For example, if when you left your City role you were working to establish a program that matched community organizations with mentors, you could not – even as a volunteer – work on behalf of your new community center to advocate for the implementation of that program. Once the program was established, however, your center could participate in the program because that would be a new transaction.

Law practice

You are considering establishing a small law practice. You and your spouse would assist clients with matters involving estate planning, immigration, and small businesses. You anticipate that potential clients may have matters that involve the City, such as permits or licenses.

City post-employment rules will only apply in situations where you had some involvement in a program or transaction in your City role. Under Section 20-607(3), for the first two years after your City service ended, your law practice may not financially benefit from any official action you took via your former City position. Thus, you could not represent paid clients seeking approvals or other actions from your former department through a program you created. *See G.C. Op. 2019-505.*

Under Section 20-603, you could not represent any clients – whether paid or pro bono – in specific matters in which you were involved via your former City position. This would not apply to matters that did not arise until after you left the City. Thus, if at some point after at least two years have elapsed since you left the City, you would not be prohibited from representing clients applying to the Fund because your work to establish the Fund was a separate transaction from subsequent individual applications.

Interacting with former colleagues

You expect to attend public events related to arts, culture, and economic development. It is likely that City officers and employees, including former colleagues from your former City department, will also be in attendance. So long as there is no financial benefit attached to these interactions, Section 20-607(3) would not apply.

Section 20-603 would only prohibit you from speaking with current City employees about City matters in which you participated during your City tenure. This means you are free to catch up with City employees about their personal lives at both private and public events. You may also speak with current City employees about City matters in which you had no part during your City employment.

In contrast, you would be prohibited from promoting anyone else's interests in any transaction you participated in while working for the City. As applied to interactions with current City employees, you may only discuss matters in which you participated while employed by the

City if (1) a City employee asks you for information related to the work you performed for the City as part of the process of transitioning your City work or (2) you are speaking solely on your own behalf as a resident of the City (not on behalf of your LLC, law practice, clients, or another organization). G.C. Op. 2024-503 at 5.

For example, if a former subordinate is now working on projects you oversaw in your City role, you can answer their questions about the location of files or the status of requests to outside organizations to the extent that you are assisting the City. You cannot, however, discuss a client's position on those same matters.

b. Lobbying

To the extent that your role in any of the above proposed activities is for the purpose of influencing City administrative or legislative action, you may be engaging in lobbying.⁷ So long as it is done within the limits of the post-employment rules outlined above, City law would not prohibit you from lobbying. If you meet the applicable thresholds, however, you must register as a lobbyist. Thus, if you are lobbying on behalf of a paying client, you would be required to register if you are paid \$2,500 or more in a quarter. If you are an employee lobbying on behalf of your employer, you would only need to register if in a quarter you (1) spend at least 20 hours on lobbying activity for your employer *and* (2) are paid \$2,500 or more for that work.

If you have any questions about whether certain activities are lobbying, how to calculate the registration thresholds, or how to file a registration statement, please do not hesitate to contact our office.

V. Conclusion

As explained above, the City's post-employment rules would not preclude you from organizing an arts and culture event with a local nonprofit, reactivating a community center, starting a law practice, or attending community events where City officials are present. Section 20-607(3) will, however, prevent you from gaining financial benefits from your City actions for two years after leaving the City. Section 20-603 will also permanently prohibit you from assisting your LLC, law firm, legal clients, or anyone else on matters in which you participated during your City service. In addition, you, your LLC, your legal clients, or the organizations you work for may have registration and reporting obligations under the City's Lobbying Law.

I am happy to advise further about the application of City law to specific situations as they arise.

Thank you for your concern about compliance with the City's Ethics Code and for seeking advice. Advisory opinions are fact-specific, and this Opinion is predicated on the facts you have provided. Requestors of advisory opinions are entitled to act in reasonable reliance on

⁷ Note that a client or employer (including your own LLC) may also need to register as a principal.

opinions issued to them and not be subject to penalties under the laws within the Board's jurisdiction, unless they have omitted or misstated material facts in their requests. Code § 20-606(1)(d)(ii); Board Reg. 4 ¶ 4.12.

Since you requested a non-public opinion, the original Opinion will not be made public. As required by the City Code, a version of the Opinion that has been redacted to conceal facts that are reasonably likely to identify you is being made public. Please let me know if you have any questions.

BY THE PHILADELPHIA BOARD OF ETHICS

/s/ Jordana L. Greenwald
Jordana L. Greenwald
General Counsel

cc: Michael H. Reed, Esq., Chair
J. Shane Creamer, Jr., Esq., Executive Director