



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Luisa J. Paladino
Chief Executive Officer
Macaron Dreams Catering, LLC.

Oscar Paladino
ITD Enterprise Program Manager
Enterprise Portfolio Management Office
ITD Strategic Performance and Relationship Management Division
Miami Dade County Information and Technology Department

FROM: Etta Akoni, Staff Attorney
Miami Dade County Commission on Ethics & Public Trust

SUBJECT: INQ 2023-170 Prohibition on Transacting Business within the County § 2-11.1(c) and Further Prohibition on Transacting Business with the County § 2-11.1(d) County Ethics Code

DATE: December 29, 2023

CC: All COE Legal Staff

Thank you for contacting the Miami Dade County Commission on Ethics and Public Trust (“COE”) and requesting our guidance regarding the limitations of transacting business with Miami Dade County as a registered vendor through your privately owned business, Macaron Dreams Catering, LLC.

Facts:

You, Luisa J. Paladino, are not employed by Miami Dade County. However, your husband, Oscar Paladino, is the Enterprise Program Manager for the Enterprise Portfolio Management Office within the ITD Strategic Performance and Relationship Management Division for the Miami Dade County Information and Technology Department (“ITD”). We consulted with Oscar Paladino. According to Mr. Paladino, in his role as Enterprise Program Manager, he is responsible for nine (9) programs/projects with various county departments including the Clerk of Courts and the Administrative Office of the Courts of the Eleventh Judicial Circuit of Florida; the Department of Public Works and Transportation; the Sea Port; Animal Services; Parks, Recreation, and Open Spaces; Waste Management; and the Miami Dade Police Department.

For each program/project Mr. Paladino is responsible for creating and maintaining detailed plans outlining the goals, objectives, timelines, and resources required for program/project; working closely with County department Directors and Managers to ensure alignment between program/project plans versus actual; communicating and coordinating the efforts of multiple teams and departments involved in the program/project, including facilitating communication, resolving conflicts, and ensuring everyone achieves the same objectives; creating and delivering presentations about the program/project; creating and delivering project documents (project charters, project schedules, project plans, project meeting minutes, record best practices, schedule plans, mitigation plans, risk plans); managing budgets, allocating resources to tasks, and ensuring the personnel are available to meet program/project goals; identifying potential risks and developing strategies to mitigate them, including anticipating challenges, developing contingency plans, and deciding to keep the program/project on track; providing program/project updates to stakeholders, executives, customers, or clients; preparing reports and presentations outlining the program's progress, challenges faced, and plans; working closely with stakeholders to understand their requirements and expectations, ensuring that stakeholder needs are addressed, and the program/project is aligned with the County Department and organization's overall objectives; ensuring the deliverables meet the required quality standards. Implement quality assurance processes and conduct regular reviews to assess the quality of work being produced; making critical decisions related to the program/project such as decisions related to resource allocation, risk management, changes in project scope, and other aspects that impact the program's/project's success; providing leadership and guidance to the teams working on the program/project. Motivate team members, foster a positive working environment, and help resolve team issues; analyzing the program's/project's performance and outcomes to identify areas for improvement, and initiating change processes, workflows, or resource allocation strategies to enhance the program's efficiency and effectiveness; depending on the industry, ensuring that the program complies with relevant regulations, standards, and legal requirements; assisting with the gathering of Information Technology requirements specifications or functionality of a system from Subject Matter experts; assisting in the coordination of Request for Information Request for Proposals; and working closely with MDC, Special Procurement Division (SPD), and subject matter experts to create a statement of work (SOW) for bidding out work.

You, Luisa J. Paladino, are the Registered Agent and Chief Executive Office of Macaron Dreams Catering, LLC. ("Macaron Dreams"), a For-Profit Florida Limited Liability Company established in 2023. Macaron Dreams is a catering company that specializes in gourmet desserts for all occasions, particularly artisanal French macarons. Macaron Dreams is interested in offering its services to the any Miami-Dade County departments for events and special occasions. You have applied for Macaron Dreams to be a registered vendor with Miami-Dade County.

Issue:

Whether the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance ("County Ethics Code") would prevent you or your privately-owned company, Macaron Dreams Catering, LLC., from contracting with Miami-Dade County.

Analysis and Opinion:

Your inquiry involves several sections of the County Ethics Code which are analyzed below.

A. Contracting with the County:

The County Ethics Code at Sections 2-11.1 (c)(2) and (d) allows you to enter into a contract, agreement, or business engagement, individually or through a firm, with Miami-Dade County, as long as the contract, agreement, or business engagement, does not interfere with the full and faithful discharge of, Oscar Paladino, your spouse's duties to ITD and Miami Dade County in general. *See* Sections 2-11.1(c)(2) and (d), Miami-Dade County Ethics Code.

This means that your spouse, Oscar Paladino, may not participate in determining the contract requirements or in awarding the contract that you, individually or through a company, may apply for. Additionally, Mr. Paladino may not be involved in any contract involving you, Macaron Dreams, or any company you own or work for in any way including, but not limited to, contract enforcement, oversight, administration, amendment, extension, termination, or forbearance. Finally, you, Macaron Dreams, or any company you own or work for may not apply for a contract, agreement, or business engagement if enforcement, oversight or administration of the contract or arrangement is handled by the County department that employs Mr. Paladino. *See* Sections 2-11.1(c) and (n), Miami-Dade County Ethics Code. **Consequently, neither you nor Macaron Dreams may enter into contracts with or involving ITD.** *See* RQO 07-18.

B. Lobbying

Section 2-11.1(s)(1)(e) defines the term "Lobbyist" as all persons, firms, entities, or corporations that are employed, designated, or retained by a principal, with or without compensation, or that contract with a third-party for economic consideration to perform lobbying activities on behalf of a principal. This section further specifies that the term "Lobbyist" also includes the principal or owner of a business that lobbies, as well as any employee that has been designated by the principal to perform lobbying activities on behalf of the principal. *Id.*

Lobbying is defined as any attempt to influence or encourage the passage or defeat of, or modification to, governmental actions, including, but not limited to, ordinances, resolutions, rules, regulations, executive orders, and procurement actions or decisions of the County Commission, the Mayor, any County board or committee, or *any County personnel*. (Emphasis Added). Miami Dade County Ethics Code Section 2-11.1(s)(1)(d). This section further specifies that the term "lobbying activity" encompasses all forms of communication, whether oral, written, or electronic, during the entire decision-making process on actions, decisions, or recommendations which foreseeably will be heard or reviewed by County personnel. *Id.* In INQ 2011-97, COE staff opined that going to a county office to provide samples of a product and discuss or promote the product is considered lobbying. *See Also* INQ 2022-140 (Pharmaceutical representatives who are not registered lobbyists are from communicating with any Miami-Dade County/PHT-JHS personnel regarding the solicitation or confirmation of sales or contracts. This prohibition would include, but is not limited to, phone calls; text messages; instant messages; emails; mailed/delivered letters, packages, samples, gifts, and food; and in person visits in relation to any solicitation or

confirmation of sales and/or contracts.) While you indicate that you have no current plans to lobby Miami Dade County for Macaron Dreams, if in the future you decide to lobby County Officials or Personnel on behalf of Macaron Dreams or any organization or business you own, you would be required to register as a lobbyist.

You can register as a lobbyist by going to the Miami Dade County Clerk of Court and Comptroller website.¹ Please note that a principal who lobbies on behalf of his or her own company must register as a lobbyist but does not pay the lobbyist registration fee of \$490.00. Miami-Dade Ethics Code 2-11.1(s)(3)(d) and (5)(a). You must complete the initial lobbyist ethics course within sixty (60) days after registering as a lobbyist or must be completed prior to engaging in lobbyist activities. Miami-Dade Ethics Code 2-11.1(s)(4)(a), *See* INQ 2017-289. The lobbyist ethics course costs one hundred dollars (\$100.00). You can register for the lobbyist ethics course on the COE website.² Additionally, all lobbyists must file an expenditure report to the Clerk of the Board of County Commissioners by July 1 of each year to report all lobbying expenditures for the preceding calendar year, even if there are no reportable expenditures during a reporting period, a statement shall be filed so indicating. Miami-Dade Ethics Code 2-11.1(s)(7)(a).

Furthermore, your spouse may not lobby the County on behalf of you, Macaron Dreams, or any company you own or work for. This means that your spouse may not appear before any County board or agency to represent you, Macaron Dreams, or any company you own or work for, nor contact anyone within the County in an attempt to influence a decision about any contract that you, Macaron Dreams, or any company you own or work for are seeking. *See* County Ethics Code §§ 2-11.1 (m)(1).

C. Exploitation of Official Position

Finally, the Miami-Dade County Ethics Code prohibits County employees from exploitation of their official position. This means that Mr. Paladino may not use his County position to secure special privileges or exemptions with respect to any County contract to which you, Macaron Dreams, or any company you own or work for are applying. *See* Section 2-11.1(g), Miami-Dade County Ethics Code. You are further advised to obtain an ethics opinion prior to engaging in any specific contract.

In the process of becoming a County vendor, you may submit this memorandum to the Strategic Procurement Department or any department you are seeking to contract with. The Ethics Commission will not submit this opinion on your behalf. This opinion is limited to the facts as you presented them to the Commission on Ethics and is limited to an interpretation of the County Ethics Code only and is not intended to interpret state laws. Questions regarding state ethics laws should be addressed to the Florida Commission on Ethics, P.O. Drawer 15709, Tallahassee, FL 32317, phone number (850) 488-7864, <http://www.ethics.state.fl.us/>.

¹ <https://www.miamidade.gov/Apps/COB/LobbyistOnline/Home.aspx>

² <https://ethics.miamidade.gov/ethics/training/lobbyists.page>

We appreciate your consulting with the Commission in order to avoid possible prohibited conflicts of interest. If the facts associated with your inquiry change, please contact us for additional guidance.

INQs are informal ethics opinions provided by the legal staff after being reviewed and approved by the Executive Director. INQs deal with opinions previously addressed in public session by the Ethics Commission or within the plain meaning of the County Ethics Code. RQOs are opinions provided by the Miami-Dade Commission on Ethics and Public Trust when the subject matter is of great public importance or where there is insufficient precedent. While these are informal opinions, covered parties that act contrary to the opinion may be referred to the Advocate for preliminary review or investigation and may be subject to a formal Complaint filed with the Commission on Ethics and Public Trust.