



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Marie Williams
Procurement Contracting Officer
Miami-Dade County Strategic Procurement Department

Geraldine Lazarre
Advisory Board Member, Chair
Jackson Health System General Obligation Bond Citizens' Advisory Committee

FROM: Nolen Andrew Bunker, Staff Attorney
Commission on Ethics

SUBJECT: INQ 2023-56, Section 2-11.1(c), Limitations on Contracting with the County.

DATE: April 28, 2023

CC: All COE Legal Staff

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding possible conflicts of interest arising from TriMerge Consulting Group, P.A.'s response to Request to Qualify EVN0000049 and the service of its corporate officer on a County advisory board.

Facts

TriMerge Consulting Group, PA ("TriMerge") has submitted a response to Request to Qualify ("RTQ") EVN0000049 issued by the Strategic Procurement Department ("SPD"). RTQ EVN0000049 will establish a prequalified pool of suppliers/vendors who the Miami-Dade County Aviation Department ("MDAD"), Transformation and Innovation Division, will use to solicit services to assist in the development and implementation of innovative functions, processes, and strategies. Suppliers/vendors in the approved pool will be invited to participate in future spot market competition, in the form of Invitations to Quote ("ITQ") or Work Order Proposal Requests ("WOPR") to sell the specified services on an as-needed basis.

TriMerge is a Florida for-profit corporation that is a full service certified public accounting and consulting firm that provides accounting, audit, tax, consulting, and business advisory services. Ms. Geraldine "Gerri" Lazarre advised that she is the one-hundred percent shareholder of

TriMerge; she also operates the company as its President/Chief Executive Officer (“CEO”). Ms. Lazarre advised that her primary job responsibilities as President/CEO of TriMerge include managing the firm in all areas of practice, such as consulting, project management, financial services, accounting and auditing services, research, training, building capacity, and outsourcing staffing; she also engages in client and business development.

Ms. Lazarre is also a member of the Jackson Health System General Obligation Bond Citizens’ Advisory Committee (“JHS GOBAC”).¹ The JHS GOBAC is a County advisory board created to advise both the Miami-Dade Board of County Commissioners (“BCC”) and the Public Health Trust of Miami-Dade County (“PHT”) regarding JHS’s general obligation bond program. *See* Miami-Dade County Code § 2-2181. Specifically, the JHS GOBAC is empowered to: a) review and monitor program achievements related to the bond program; b) advise the BCC, County Mayor, and PHT about the bond program and JHS projects funded by it; c) review PHT’s recommendations on the use of bond program funds; d) participate in citizen outreach efforts; e) assist in the preparation of quarterly reports to the BCC and County Mayor about the bond program; f) appoint a committee member to participate in PHT committee meetings dealing with facilities and construction; and g) make its governing rules. *See* Miami-Dade County Code § 2-2182. Ms. Lazarre advised that she currently serves as the chair of the JHS GOBAC. She further advised that, in her experience, the JHS GOBAC would not have occasion to review RTQ EVN0000049 or any subsequent ITQs or WOPRs to the prequalified pool selected pursuant to that solicitation because the JHS GOBAC does not engage in any solicitation or procurement processes.

Issue

Whether there is any prohibited conflict of interest related to TriMerge’s response to RTQ EVN0000049 from SPD arising from Ms. Lazarre’s service on a County advisory board/committee.

Analysis

The Miami-Dade County Conflict of Interest and Code of Ethics (“County Ethics Code”) Section 2-11.1(c)(1) provides that advisory personnel, including members of County advisory boards, shall not enter into any contract or otherwise transact any business with the County, “except as provided in subsections (c)(2) through (c)(6).” County Ethics Code Section 2-11.1(c)(3) prohibits a County board member from entering a contract with the County only if the board on which he or she serves would oversee that contract. Furthermore, neither JHS GOBAC members “nor their employers nor corporations in which they hold an ownership stake may . . . obtain, seek or bid on projects at Public Health Trust Designated Facilities, whether funded by the Bond Program or other sources,” during said JHS GOBAC member’s term on the JHS GOBAC and for two (2) years thereafter. *See* Miami-Dade County Code § 2-2183(f).

¹ Code of Miami-Dade County § 25A-1 establishes the Public Health Trust of Miami-Dade County (“PHT”) as an agency and instrumentality of Miami-Dade County. The PHT governs JHS.

Historically, a member and chair of the JHS GOBAC who was employed as the Principal and Director by a private company that was contracted to provide construction materials to a construction project funded by the JHS general obligation bond program did not have a prohibited conflict of interest that prevented him from working in both roles because the contract happened prior to his hire date with the private company and because the County's Public Works and Waste Management Department oversaw the contract. *See* INQ 18-266. Similarly, a member of the JHS GOBAC employed by a law firm that represented a subcontractor on a bond project that had been recommended by the JHS GOBAC did not have a prohibited conflict of interest because the member did not have any shareholder interest in the firm, was not involved in any legal work stemming from the representation of the subcontractor, and the JHS GOBAC played no role in the selection of contractors or subcontractors for projects. *See* INQ 15-283.

Here, based on the information provided to us at this time, it does not appear that a prohibited conflict of interest arises out of the service of Ms. Lazarre as a member and chair of the JHS GOBAC and TriMerge's potential business with the County pursuant to RTQ EVN0000049. This is because RTQ EVN0000049 is being administered by SPD and involves the provision of services to MDAD, meaning that there is no indication that the JHS GOBAC will ever have occasion to consider RTQ EVN0000049, or any subsequent purchases from the vendor pool made pursuant to the contract. *See* INQ 18-266; INQ 15-283. Furthermore, the JHS GOBAC's governing ordinance also does not prohibit TriMerge from submitting a bid in response to RTQ EVN0000049 because the contract nor any subsequent purchases from the vendor pool it will establish do not appear to involve any projects at Public Health Trust Designated Facilities. *See* Miami-Dade County Code § 2-2183(f); INQ 18-266.

Opinion

Based on the facts presented here and discussed above, no conflict of interest arises in TriMerge contracting with the County pursuant to RTQ EVN0000049, nor any subsequent spot market quotes (ITQs or WOPRs) for the provision of services/goods to the vendor pool generated by this RTQ, based on the service of Ms. Lazarre – TriMerge's corporate President/CEO – on the JHS GOBAC. This is because the JHS GOBAC would have no occasion to review or consider RTQ EVN0000049 or any subsequent ITQ or WOPR generated from it. *See* INQ 18-266; INQ 15-283.

This opinion is based on the facts presented. If these facts change, or if there are any further questions, please contact the above-named Staff Attorney.

Other conflicts may apply based on directives from PHT or under state law. Questions regarding possible conflicts based on PHT directives should be directed to the PHT or to the County Attorney's Office. For an opinion regarding Florida ethics law, please contact the Florida

Commission on Ethics, P.O. Drawer 15709, Tallahassee, FL 32317, phone number (850) 488-7864, <http://www.ethics.state.fl.us/>.

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 Commission on Ethics 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.