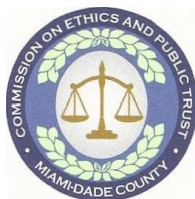


MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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May 28, 2024

Roger Combs
All City Ads
Sent via e-mail to: roger@allcityads.com

Re: INQ 2024-97; Section 2-11.1(s), Principal and Lobbyist Registration

Dear Mr. Combs:

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust (“Ethics Commission”) and requesting our guidance regarding possible conflicts of interest arising from your communications with Miami-Dade County on behalf of All City Ads, LLC.

Facts

You advised that you are employed by or otherwise represent All City Ads, LLC, which is a Florida limited liability company. All City Ads is a creation of All City Permits of Florida, LLC, which is also a Florida limited liability company, and which describes itself as “a nationwide permit expediting and licensing firm based in South Florida.”¹ All City Ads asserts that it has created the first universally sized mini-billboard advertising frame that fits on all commercial-sized garbage bins used by local municipalities. In essence, advertisements are placed on the top of garbage bins so as to directly market to homeowners.²

You provided a copy of an e-mail to the current Miami-Dade County Mayor in which you express a desire to meet with her to present her with an opportunity for the County to partner with All City Ads. In addition, in your e-mail to the County Mayor, you include a link to “a 1 minute promo video for our advertisers,” and you attached to the e-mail a copy of the All City Ads Media Kit, which is a twenty-one page document that sets forth your business model, a Sample Use of Funds for City Partners, which describes the asserted benefits that cities get by partnering with All City Ads, and a document that purports to contain statistics concerning direct mailings.

You advised that you do not consider yourself a lobbyist.

¹ *About us*, ALL CITY ADS, <https://allcityads.com/about-us/> (last visited May 20, 2024).

² *Id.*

Issue

Whether your actions on behalf of All City Ads, including a requested meeting and communications with the Miami-Dade County Mayor and/or her staff, constitute lobbying activity.

Analysis

The Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (“County Ethics Code”) defines a 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.

County Ethics Code § 2-11.1(s)(1)(e). Consequently, lobbying activity is:

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.

County Ethics Code § 2-11.1(s)(1)(d). Lobbying activity includes all forms of communication, whether oral, written, or electronic. *See id.*

In the past, the Ethics Commission interpreted the County Ethics Code to exclude from the definition of lobbyist and lobbying activity persons who engage in “meet and greet” discussions with County elected officials and employees. *See* INQ 20-94. These discussions were limited to the background and expertise of the firm the person represented as a predicate to possible future proposals, and these discussions occurred prior to the submission of any such proposal, as well as prior to any solicitation or bid. *See id.*³ However, “in any situation where a discussion is likely to veer into an attempt to influence the Mayor’s decision-making in connection with any future decision, the better practice is to insist that all persons present be registered lobbyists.” INQ 14-126. Furthermore, “[s]alespeople who meet with [C]ounty staff or officials and seek to influence decisions fall within the definition of lobbyist.” RQO 10-28.

³ The basis of this exception was rooted in the former text of Section 2-11.1(s) and how it previously defined lobbyist as a person seeking to encourage the passage, defeat, or modification of any (1) ordinance, resolution, action, or decision of the Board of County Commissioners, (2) any action or decision of the County Manager or County Commissioners, or (3) any recommendation of County personnel during the procurement process. *See* County Ethics Code § 2-11.1(s) (June 24, 2021) (available at https://library.municode.com/fl/miami-dade-county/codes/code-of-ordinances/378609?nodeId=PTIII_COOR_CH2_AD_ARTINGE_S2-11.1COINCOETOR (last visited May 24, 2024); *see, e.g.*, INQ 15-47 (a meeting with municipal officials when no solicitation was pending and no proposal, solicited or unsolicited, was pending before the municipality would fall within the “meet and greet” exception). It is unclear whether the “meet and greet” exception still exists in light of the 2021 amendment to Section 2-11.1(s) of the County Ethics Code, but the matter need not be settled now in light of the guidance otherwise provided in this opinion.

In practice, an annual informational meeting between Board Members of the Vizcaya Museum and Gardens Trust (“VMGT”), a non-profit organization, and County Commissioners did not constitute lobbying activity so long as the VMGT Board Members only provided information regarding the operation and management of the Vizcaya Museum and Gardens and did not attempt to influence the County Commissioners regarding any government action. *See* INQ 22-104. In contrast, representatives of a publicly traded company that sells surgical products for nerve damage repair procedures who engage in procurement advocacy or “sales” activities with employees of the Public Health Trust/Jackson Health System are required to register as lobbyists. *See* INQ 21-83.

Here, it is clear from your e-mail and the materials attached thereto that you are seeking to meet with the County Mayor to take an official action; namely, to partner with All City Ads. In the e-mail you use words and phrases like “partnership,” “opportunity,” and “annual revenue for your city.” In the All City Ads Media Kit attached to the e-mail, the author asserts that All City Ads will “help generate hundreds of thousands to millions of dollars in revenue,” and goes on to state that “[a] percentage of each advertising dollar revenue (25%) goes to the cities that we operate in exchange for us to utilize their bins for this program.” When taken as a whole, it is clear that the purpose of the communication, and any subsequent meeting with the County Mayor, would be to persuade her to take official action to contract or partner with All City Ads. Thus, your proposed meeting with the County Mayor would not fall within the narrow “meet and greet” exception and your anticipated actions would constitute lobbying activity. *See* RQO 10-28; INQ 21-83; INQ 14-126.

Opinion

Your proposed meeting with the Miami-Dade County Mayor and/or her staff does not fall within the narrow “meet and greet” exception to the definition of lobbyist activity and you will need to register as a lobbyist to participate in any such meeting. *See* County Ethics Code § 2-11.1(s)(1)(e); RQO 10-28; INQ 21-83; INQ 14-126.

Accordingly, if you wish to proceed with any meeting or other future discussion or communication by which you seek to persuade a County official or employee to contract or partner with All City Ads, you must register as a lobbyist with the Miami-Dade Clerk of the Board.⁴ *See* County Ethics Code § 2-11.1(s)(3). You will be required to pay the \$490.00 lobbyist registration fee unless All City Ads has designated you as a principal and you do not get special compensation to lobby on its behalf.⁵ *See* County Ethics Code § 2-11.1(s)(3)(d), (5). You will also be required to complete an ethics course. *See* County Ethics Code § 2-11.1(s)(4)(a). Finally, if you register as a lobbyist, you will have to submit to the Miami-Dade Clerk of the Board a signed and sworn statement listing all lobbying expenditures in excess of \$25.00 for the preceding calendar year by July 1 of each

⁴ *See Lobbyist Online Registration and Information System (LORIS)*, <https://www8.miamidade.gov/apps/cob/lobbyistonline/home.aspx> (last visited May 24, 2024).

⁵ “If you are an employee or board member or shareholder of a corporation and you are [a] person designated to represent the corporation in lobbying, then you still need to register, but would not be required to pay the fee.” INQ 15-190; *see also* County Ethics Code § 2-11.1(s)(5)(a). “Principal means the person, firm, corporation, or other entity that performs lobbying activity on behalf of itself or that has designated, employed, or retained a lobbyist to lobby on its behalf.” County Ethics Code § 2-11.1(s)(1)(f).

year following the year in which you register to lobby, *even if there are no reportable expenditures*. See County Ethics Code § 2-11.1(s)(7)(a).

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

Other conflicts may apply under state law. 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/>.

Sincerely,

A handwritten signature in blue ink that reads "Nolen A. Bunker".

Nolen Andrew "Drew" Bunker, Esq.
Staff Attorney

CC: All COE Legal Staff

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.