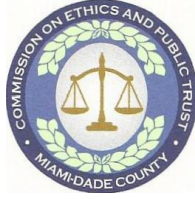


## MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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January 28, 2025

Alina T. Hudak  
President & CEO  
FIFA World Cup 2026 Miami Host Committee  
220 Alhambra Circle, Suite 600  
Coral Gables, Florida 33134  
Sent via e-mail to: AHudak@MiamiFWC26.com

Re: INQ 2025-06, Section 2-11.1(q), Continuing application after county service

Dear Ms. Hudak:

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 current private employment and your recent past employment with the City of Miami Beach.

### Facts

You are a former employee of the City of Miami Beach.<sup>1</sup> Specifically, you worked as City Manager until June 20, 2024. In that position you were chief executive officer (“CEO”) and administrative head of the City’s government; you were appointed to that position by the City Commission and responsible to them for the administration of all City affairs. *See* Miami Beach Charter § 4.02.

You advised that you are currently employed as the President and CEO of the FIFA World Cup 2026 Miami Host Committee (“Host Committee”).<sup>2</sup> Your further advised that your new employer has 501(c)(6) status. However, you advised that your employer is seeking 501(c)(3) status from the Internal Revenue Service (“IRS”) as of December 19, 2024, and that such status will be retroactive to that date if approved. You further advised that the purpose of the Host Committee is to implement the public sector commitments made as part of the bid to be a host location. In your role with the Host Committee, you advised that your responsibilities include fundraising, special event activation, and ensuring the provision for and facilitation of public safety and traffic mobility

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<sup>1</sup> You were previously employed by Miami-Dade County, retiring in 2019 after approximately thirty-five years of service, and sought advice regarding the applicability of the Two-Year Rule. *See* INQ 19-75.

<sup>2</sup> Records from the Florida Department of State, Division of Corporations, reflect that “FIFA World Cup 2026 Miami Host Committee” is a fictitious name owned by the Greater Miami Sports Commission, Inc., which is a Florida not-for-profit corporation.

programs. You advised that you will also be responsible for supervising the development and implementation of legacy programs involving infrastructure, the environment, and education. As part of this work, you advised that the Host Committee has and will continue to have business with the City of Miami Beach, particularly with regard to fundraising, that will necessitate appearances by Host Committee staff before the City.

### Issue

Whether there is any prohibited conflict of interest related to your work for the Host Committee arising from your prior employment with the City of Miami Beach.

### Analysis

The Miami-Dade County Conflict of Interest and Code of Ethics (“County Ethics Code”) Section 2-11.1(q)(1) provides that:

No person who has served as county manager<sup>3</sup> . . . or employee shall, for a period of two (2) years after his or her county service or employment has ceased, lobby any county officer, departmental personnel or employee in connection with any judicial or other proceeding, application, RFP, RFQ, bid, request for ruling, or other determination, contract, claim, controversy, charge, accusation . . . or other particular subject matter in which Miami-Dade County or one (1) of its agencies or instrumentalities is a party or has any interest whatever, whether direct or indirect.

This is commonly referred to as the Two-Year Rule.<sup>4</sup> *See* INQ 23-45. Under the Two-Year Rule, former County and municipal employees are prohibited from *lobbying* their former employer for two years after their employment has ceased. *See* INQ 23-132; INQ 22-61. The Two-Year Rule is designed to limit a former employee’s ability to use his or her former municipal service and contacts for his or her personal benefit through lobbying, to the detriment of others who do not have municipal connections. *See* INQ 21-105.

Generally, the Two-Year Rule is expansively interpreted to mean that all activities intended to influence an official decision or action of a municipal official or employee are considered impermissible lobbying. *See* RQO 13-07; INQ 23-132. As such, **within the two-year period covered by the Two-Year Rule, former municipal officials and employees are prohibited from arranging or participating in any meetings, negotiations, oral presentations, or other discussions directly with the municipal officials or staff of their former municipal employer for the purpose of influencing the municipal elected official, staff, or employee to take any**

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<sup>3</sup> References in the County Ethics Code “to County personnel shall therefor be applicable to municipal personnel who serve in comparable capacities to the County personnel referred to.” County Ethics Code § 2-11.1(a).

<sup>4</sup> The City of Miami Beach has also enacted a similar restriction, but the City of Miami Beach ordinance is only applicable to former members of the City Commission. *See* City of Miami Beach Code § 2-462(a). As such, the City of Miami Beach provision does not apply to you.

**type of official action, decision, or recommendation.** See INQ 16-151 (citing RQO 04-33, RQO 02-139).

Although inadvisable, if a meeting between municipal staff and a former municipal employee does occur, the parameters of said meeting must be limited to the following:

These meetings must be held for informational purposes only and not for the purpose of influencing any recommendations or other actions on the project. You [the former employee] are prohibited from arranging and/or participating in meetings with City officers and staff . . . if the meetings are convened for the purpose of influencing elected officers and/or City employees to take an official action or make an official decision.

RQO 12-09 (the former Department Director of the Office of Capital Improvement Projects for the City of Miami Beach may work as the Vice-President of a company working on a City project as a subcontractor). Furthermore, it is important to note that attending private meetings between a former municipal employee and officials or employees of his or her former municipal employer can, itself, constitute lobbying activity because “the former employee’s presence makes a difference.” See C24-20-06 (*In re: COE v. Kuryla*, Letter of Instruction) (quoting C21-11-05 (*In re: Winker v. Bravo*, Letter of Instruction)).

In practice, the Two-Year Rule prohibited the former County Airport Director who, following his County employment, chaired the Transportation and Infrastructure Committee of the Greater Miami Chamber of Commerce from attempting to influence any County official or employee to take any official action for two years following the end of his County employment. See RQO 13-07. The Two-Year Rule also prohibited the former City Manager for the City of South Miami who, following his municipal employment began work as a compensated consultant, from attempting to influence any City official or employee. See INQ 20-63. Additionally, the former Director of PortMiami violated the Two-Year Rule when he attended high-level meetings between his new employer and County personnel with whom he had long-established relationships, and his presence alone gave the strong appearance that he was there to influence the decisions of the County personnel. See C24-20-06 (*In re: COE v. Kuryla*, Letter of Instruction).

However, the Two-Year Rule specifically exempts from its provisions former municipal officials, departmental personnel,<sup>5</sup> and employees who are now “employed by governmental entities, 501(c)(3) non-profit entities or educational institutions or entities, and who lobby on behalf of such entities in their official capacities.” County Ethics Code § 2-11.1(q)(2).

As such, the Two-Year Rule did not prohibit the former Director of the Miami-Dade Parks, Recreation and Open Spaces Department from lobbying County officials or employees on behalf of the Parks Foundation of Miami-Dade, Inc. because it was a 501(c)(3) non-profit organization.

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<sup>5</sup> The County Ethics Code defines “departmental personnel” as referring to “the Manager, his or her department heads, the County Attorney and all Assistant County Attorneys.” County Ethics Code § 2-11.1(b)(5).

See INQ 17-100. Similarly, the Two-Year Rule did not prohibit the former Chief of Staff of a City of Miami Commissioner from lobbying the City on behalf of Friends of Underline because it was a 501(c)(3) non-profit organization. See INQ 18-02.<sup>6</sup>

*a. Two-Year Rule Applied with a 501(c)(6) Employer.*

Here, the Two-Year Rule prohibits you from attempting to influence any City of Miami Beach official or employee to take any official action during the two-year time period following your City of Miami Beach employment. See RQO 13-07; INQ 23-132. You do not currently fall within any exemption to the Two-Year Rule because, while the Host Committee is a Florida not-for-profit organization, it is not currently a “501(c)(3) non-profit entit[y],” as required by the County Ethics Code to qualify for the exemption. See County Ethics Code § 2-11.1(q)(2); INQ 18-02; INQ 17-100. While the Host Committee is tax-exempt under section 501(c)(6) of the Internal Revenue Code, which “provides for the exemption of business leagues, chambers of commerce, real estate boards, boards of trade and professional football leagues, which are not organized for profit,”<sup>7</sup> the plain language of the County Ethics Code only applies to “501(c)(3) non-profit entities.” See County Ethics Code § 2-11.1(q)(2).<sup>8</sup>

Because you are currently subject to the Two-Year Rule, you should not appear before the City of Miami Beach Commission on behalf of the Host Committee in reference to any fundraising effort. See RQO 13-07; INQ 20-63; INQ 16-151. Additionally, you should not engage in any private meetings or negotiations with City of Miami Beach officials or employees where Host Committee business will be discussed because your presence itself would give the strong appearance that you were seeking to influence the decisions of the City officials or employees. See C24-20-06 (*In re: COE v. Kuryla*, Letter of Instruction). Additionally, you may not engage in meetings or negotiations with City of Miami Beach officials or employees regarding any contracts or agreements between the City and the Host Committee, whether these negotiations take place in person, virtually, or in writing. See RQO 12-09; INQ 24-39; INQ 16-151.

However, you may interact with City of Miami Beach officials and staff pursuant to an already negotiated contract or agreement between the City and the Host Committee, so long as you do not engage in any persuasive activity, such as seeking to amend or modify the contract or agreement.

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<sup>6</sup> However, Section 2-612 of the City of Miami Code is more restrictive than the County Ethics Code and prohibited the former City of Miami employee from lobbying on behalf of any entity, including 501(c)(3) non-profit entities. See INQ 18-02.

<sup>7</sup> See *Business Leagues*, CHARITIES AND NONPROFITS, <https://www.irs.gov/charities-non-profits/other-non-profits/business-leagues> (last visited Jan. 16, 2025).

<sup>8</sup> While, as discussed above, you advised that your employer is currently seeking a determination letter from the IRS that it qualifies as a 501(c)(3) tax exempt entity, and that once such determination is made it will be retroactive to December 19, 2024, the Host Committee is not currently a 501(c)(3) entity. While retroactive application of the 501(c)(3) tax exempt status may be feasible in the context of tax payment, under the Two-Year Rule there is no exception that permits a covered former municipal employee to engage in otherwise prohibited lobbying activity in anticipation that the lobbying activity will be made permissible by a later designation of their employer as a 501(c)(3) entity. See County Ethics Code § 2-11.1(q).

*See* RQO 12-09; INQ 17-100. For example, if the City of Miami Beach and the Host Committee come to a funding agreement, then after that agreement is finalized, you may interact with City of Miami Beach officials and staff regarding the logistics of receipt of said funds because such actions are ministerial in nature and taken pursuant to the already finalized agreement. *See id.* Similarly, while you may not participate in the negotiation with City of Miami Beach officials or employees regarding agreements for public safety and traffic mobility programs, once said agreements are finalized then you may interact with City of Miami Beach officials and staff to fulfill the Host Committee's obligations under said agreements, provided you do not try to amend, modify, or renegotiate the terms of the agreements. *See id.*

Furthermore, you are permitted to share institutional knowledge regarding your former employer's policies and procedures with the Host Committee and to provide guidance to your colleagues regarding their interactions with the City of Miami Beach. *See* INQ 24-39; INQ 22-96. However, you should bear in mind that you are prohibited from disclosing or using any confidential or proprietary information acquired as a result of your past City of Miami Beach service to derive a benefit for yourself or the Host Committee. *See* County Ethics Code § 2-11.1(h); INQ 24-39.

*b. Two-Year Rule Applied with a 501(c)(3) Employer.*

You advised that your employer – the Greater Miami Sports Commission, Inc., doing business as the Host Committee – is currently seeking status as a 501(c)(3) entity from the IRS. Specifically, you advised that your employer filed with the IRS a request for an official determination of 501(c)(3) status on December 19, 2024, and is currently operating as a 501(c)(3) entity pending a determination letter.

If the Host Committee does obtain status as a 501(c)(3) entity from the IRS, then you will qualify for the exception to the Two-Year Rule that exempts from the lobbying prohibition those former departmental personnel, such as yourself, who are employed by 501(c)(3) non-profit entities and who lobby on their employer's behalf in their official capacity. *See* County Ethics Code § 2-11.1(q)(2); INQ 18-02; INQ 17-100. Thus, insofar as the Host Committee becomes a 501(c)(3) entity, the lobbying activity you undertake on its behalf as President and CEO of the Host Committee will be exempted from the lobbying prohibition imposed by the Two-Year Rule. *See id.*

However, even though you would be exempt from the Two-Year Rule's prohibition, you may still be required to register as a lobbyist. *See* INQ 17-100. Section 2-481 of the City of Miami Beach Code of Ordinances defines a lobbyist as:

all persons employed or retained, whether paid or not, by a principal who seeks to encourage the passage, defeat or modification of any ordinance, resolution, action or decision of any commissioner; any action, decision, recommendation of the city manager or any city board or committee; or any action, decision or recommendation of any city personnel defined in any manner in this section, during the time period of the entire decision-making process on such action, decision or recommendation that foreseeably will be heard or reviewed by the city commission, or a city board or committee.

However, the term “lobbyist” does not include “any person who only appears as a representative of [a] not-for-profit community based organization for the purpose of requesting a grant without special compensation or reimbursement for the appearance.” City of Miami Beach Code § 2-481.

Thus, if you appear before a City of Miami Beach official or employee on behalf of the Host Committee for the sole purpose of requesting a grant, and do not receive special compensation for said appearance, then you are exempted from registering as a lobbyist with the City of Miami Beach.<sup>9</sup> *See id.*; INQ 17-100 (analyzing an analogous provision of the County Ethics Code). However, if your representation of the Host Committee before any City of Miami Beach official or employee goes beyond a grant request, meaning that you seek to influence the passage or defeat of legislation before the City Commission, or you seek to influence any action, decision, or recommendation of any City commissioner, manager, board, or personnel where said action, decision, or recommendation will likely come before the City Commission or any City board, then you are engaged in lobbying activity and will be required to register as a lobbyist with the City of Miami Beach. *See* City of Miami Beach Code §§ 2-481, 2-482; INQ 17-100.

### Opinion

Based on the facts presented and discussed above, **you are subject to the Two-Year Rule in your position as President and CEO of the Host Committee.** *See* County Ethics Code § 2-11.1(q)(1). The exception from the Two-Year Rule for 501(c)(3) non-profit entities does not apply to you because the Host Committee is a 501(c)(6) entity, not a 501(c)(3) non-profit entity. *See* County Ethics Code § 2-11.1(q)(2). Thus, **the Two-Year Rule currently prohibits you from engaging in any meetings, presentations, negotiations, or other discussions with any City of Miami Beach official or employee, whether orally or in writing, where you would attempt to influence any official decisions or action of any City of Miami Beach official or employee on behalf of the Host Committee.** *See* County Ethics Code § 2-11.1(q)(1); RQO 13-07; RQO 12-09. You are further cautioned that your presence, in and of itself, at such meetings, presentations, negotiations, or other discussions may constitute lobbying activity. *See* C24-20-06 (*In re: COE v. Kuryla*, Letter of Instruction).

Nevertheless, **once the City of Miami Beach approves an allocation or contract, you will be able to be a part of the implementation of the funded or contracted event.** Meaning, once a contract or agreement between the City of Miami Beach and the Host Committee is entered into, you may communicate with City officials and employees concerning the already awarded or ratified contract or agreement insofar as you are engaged in the performance of whatever duties you or the Host Committee are obligated to perform pursuant to the contract or agreement. *See* RQO 12-09; INQ 17-100. **However, you are cautioned that you may not engage in any persuasive activity to amend or modify said contract or agreement.** *See id.*

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<sup>9</sup> Note, even if you fall within this exception from the Miami Beach’s lobbyist registration requirement, you are still required to, “prior to communicating with subject city personnel, disclose in writing to the city clerk, [your] name, address, and principal on whose behalf [you] are communicating.” City of Miami Beach Code § 2-482.

**Additionally, if in the future the Host Committee obtains from the IRS status as a 501(c)(3) entity, then you will be exempted from the Two-Year Rule's prohibition on lobbying activity insofar as you lobby on behalf of the Host Committee in your role as President and CEO.** See County Ethics Code § 2-11.1(q)(2); INQ 17-100. However, even if you fall within the exemption to the Two-Year Rule for employees of 501(c)(3) entities, you would likely be required to register as a lobbyist with the City of Miami Beach. See City of Miami Beach Code § 2-481; INQ 17-100.

Furthermore, while you may share your expertise and familiarity with City of Miami Beach policies and procedures with your Host Committee colleagues, you may not disclose or use any confidential or proprietary information acquired as a result of your past City service to derive any benefit for yourself or for the Host Committee. See County Ethics Code § 2-11.1(h); INQ 24-39.

Finally, it is important to emphasize that the County Ethics Code represents a **minimal standard of conduct** for those who have engaged in public service and remain subject to the Two-Year Rule. See RQO 12-09; INQ 19-75. Former municipal employees should carefully consider the totality of the circumstances before taking any action that may erode the public's trust in government. See RQO 12-09; INQ 17-181 (citing INQ 13-197).

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 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,



Nolen Andrew Bunker  
Staff Attorney  
Miami-Dade Commission on Ethics and Public Trust

CC: All COE Legal Staff

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