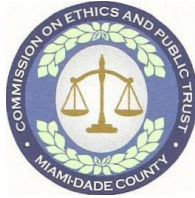


MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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January 28, 2025

Via E- Mail:
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Re: INQ 2025-10, Sections 2-11.1 (d), County Ethics Code, Voting Conflict

Thank you for contacting the Miami-Dade County Commission on Ethics and Public Trust and seeking ethics guidance on behalf of Village of Key Biscayne Council Member Fernando A. Vazquez, regarding the application of Section 2-11.1(d) of the Miami-Dade Code relating to voting conflicts.

Facts

Fernando A. Vazquez (“Vazquez”) is a Village of Key Biscayne (“Village”) Council Member elected to his office in November 2022. Vazquez was previously employed by AECOM and seeks guidance pursuant to an upcoming vote involving his former employer.

AECOM is a Texas based for profit corporation that specializes in infrastructure and consultations. Per Vazquez, prior to his election, Vazquez was employed at AECOM as the Vice President of the Water Division. AECOM was hired as a contractor to work on the Village’s stormwater project when Vazquez was employed by AECOM and prior to him being elected to office.

In his prior role with AECOM, Vazquez oversaw strategic leadership and operational management for AECOM’s water and environmental projects. Vazquez focused on business development, client engagement, project execution, and team leadership. Vazquez worked to ensure micro project delivery met industry standards, budget constraints, and client expectations. On February 8, 2022, while employed by AECOM, Vazquez made a presentation to the Village Council on stormwater drainage system targets, however, he was just filling in for a former colleague who recently resigned. AECOM’s work on the Village’s Stormwater System Solutions is on-going.

Vazquez resigned from AECOM in May 2022. Vazquez' separation from AECOM was amicable but Vazquez does not maintain any personal relationships with any employees of AECOM nor does Vazquez have any financial interests in AECOM. Moreover, neither Vazquez nor his immediate family members hold or have held any of the following positions with AECOM: officer, director, partner, of counsel, consultant, fiduciary, beneficiary, stockholder, bondholder, debtor, or creditor. Mr. Vazquez does not maintain any close personal friendships with employees of AECOM.

There is a special Village Council meeting planned for Tuesday, January 28, 2025 with agenda item 4A listed as the Resilient Infrastructure Adaptation Program, which is anticipated to address AECOM's work for the Village.

Issue

Whether Council Member Fernando A. Vazquez has a voting conflict that precludes him from voting on matters before the Village of Key Biscayne Council involving AECOM?

Discussion

As a preliminary matter, the County Ethics Code is applicable to County officials and personnel and also constitutes the minimum standard of ethical conduct and behavior for all municipal officials including the Village of Key Biscayne elected officials.¹

The voting conflict provision contained in Section 2-11.1(d) of the County Ethics Code provides as follows:

... [N]o [Council Member] shall vote on or participate in any way in any matter presented to the [Village Council] if said person has any of the following relationships with any of the persons or entities which would be or might be directly or indirectly affected by any action of the Board of County Commissioners: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary; or (ii) stockholder, bondholder, debtor, or creditor, if in any instance the transaction or matter would affect the person ... in a manner distinct from the manner in which it would affect the public generally.

Any [Council Member] who has any of the above relationships *or who would or might, directly or indirectly, profit or be enhanced by the action* of the Board of County Commissioners shall absent himself or herself from the commission meeting during the discussion of the subject item and shall not vote on or participate in any way in said matter.

*(emphasis added)*²

This conflict voting prohibition is stricter than the state law standard codified in Section 112.3143 (1)(d), Florida Statutes, which provides that "No county, municipal or other local public officer

¹ Section 2-11.1(a), Miami-Dade Code

² Section 2-11.1(a) of the Miami-Dade Code provides that the County Ethics Code applies to municipal officials who serve in comparable capacities to County officials and thus the prohibitions contained in subsection (d) apply to Village Council Members in the same manner as they apply to County Commissioners.

shall vote in an official capacity upon any measure which would inure to his or her special private gain or loss..." (INQ 14-86). Given the enhanced conflict voting prohibition enumerated in the Ethics Code, circumstances that do not meet the State of Florida standard for a voting conflict may still create a voting conflict under the County ordinance in circumstances where an official might, directly or indirectly, profit or be enhanced by a vote.

The County Ethics Code creates two categories of potential voting conflict. The first category of conflict is an "automatic prohibited voting conflict," which exists when the public official has a current and enumerated relationship with a party who will be directly or indirectly affected by the action of the elected body on which the official serves. *See* RQO 19-02 (discussing categories of voting conflicts); RQO 15-04. ("[I]t is clear that if the voting member holds a primary enumerated position with the affected entity, then there is a *per se* or automatic voting conflict and the member may not vote on or participate in the matter before the elected body.") RQO 19-04. ("Even in the absence of a financial or economic benefit to the . . . official, if such a relationship exists, the official has a prohibited conflict of interest and is barred from voting.") INQ 22-93 (*citing* RQO 15-04). The second category of potential voting conflict under the County Ethics Code does not require a specific relationship, definite or measurable private gain or loss, and may apply where there is a reasonable possibility or expectation of such an effect. *See* RQO 15-04.

In INQ 2022-49, Ethics Commission staff opined that City of Miami Commissioner Christine King did not have a voting conflict that would prohibit her consideration and vote on grant funding, space rental, or space lease measures relating to her recent and former employer, The Martin Luther King Economic Development Corporation (MLK EDC), a Florida non-profit involved in revitalization of commercial and residential areas within a specific target zone in the City of Miami. However, in an abundance of caution, and because of her brother's connections to MLK EDC, the Commission King was urged to consider whether sponsoring and voting on these measures, at this time, may create an appearance of impropriety.

As is indicated in the facts provided above, Vazquez does not have an enumerated relationship with AECOM. As such there is no automatic prohibited voting conflict pursuant to the County Ethics Code. *See* INQ 2022-49. Moreover, Vazquez has been separated from AECOM for almost three (3) years, thirty-two (32) months, at the time of this opinion. Neither Vazquez nor any of his immediate family members maintain any financial ties to AECOM nor personal relationships to AECOM employees. Additionally, Vazquez' lack of any relation or ties to AECOM indicates that he would not directly or indirectly, profit or be enhanced by the action. As such, there are no facts to demonstrate a potential conflict or appearance of impropriety. *See also* INQ 23-62, INQ 20-136, INQ 18-230, INQ 18-47, INQ 18-21, INQ 17-286, INQ 16-165, and INQ 14-279.

In addition, Section 7.03 of the Village of Key Biscayne Code of Ordinances states:

Without in any way limiting the generality of the foregoing, no member of the Council shall have a *financial interest, direct or indirect, or by reason of ownership of stock or other equity ownership in any corporation or entity*, in any contract or in the sale to the Village or to a contractor supplying the Village of any land or rights or interests in any land, material, supplies, or services unless, after full disclosure to the Council of the nature and extent

of such interest, the same is authorized by the Council before the event or accepted and ratified by the Council after the event. No member of the Council who possesses such a financial interest shall vote on, or participate in the Council deliberations concerning, any such contract or sale if such interest is more than a de minimis interest. Any violation of this Section with the knowledge of the person or entity contracting with the Village shall render the contract voidable by the Council.

(emphasis added)

Based on a plain reading of the Section 7.03 of the Village of Key Biscayne Code of Ordinances, Vazquez's prior employment with AECOM and lack of financial ties to AECOM would not create a conflict of interest prescribed in Section 7.03 of the Village of Key Biscayne Code of Ordinances.

Conclusion

Based on the prior Ethics Commission's opinions cited above, Council Member Vazquez does not have a voting conflict pursuant to Section 2-11.1 (d) of the Ethics Code that would prohibit his consideration and vote on matters before the Village Council related to AECOM, his former employer.

This opinion is limited to the facts as you, Fernando Vazquez, 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/>.

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.

Sincerely,

/s/ Etta Akoni

Etta Akoni, Esq.
Staff Attorney

cc: All Commission on Ethics Attorneys

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.