



## MIAMI-DADE COUNTY COMMISSION ON ETHICS AND PUBLIC TRUST

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### MEMORANDUM

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**TO:** Galen Treuer, Manager, Blue-Green Tech & Eco Innovation  
Office of Innovation and Economic Development  
Miami-Dade County Department of Regulatory and Economic Resources

**FROM:** Etta Akoni, Staff Attorney  
Miami-Dade County Commission On Ethics And Public Trust

**SUBJECT:** INQ 2025-27 (c)(g)(q)

**DATE:** March 31, 2025

**CC:** All COE Legal Staff

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Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding the application of the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance to your proposed business venture.

Facts:

You are the Climate Tech and Economic Innovation Manager in the Office of Economic Innovation and Development for the Miami-Dade County Regulatory and Economic Resources Department (RER). You serve as an advisor to the Director of RER and the Office of the Mayor on policies related to climate change, resilience, economic development, technology innovation and support initiatives.

Your responsibilities include coordinating with the Office of the Mayor and economic development staff to set and pursue goals to further the County strategic plan, economic development strategy, and resilience strategies; liaising for emerging technology and democratic ownership models that support clean energy, water management, natural infrastructure, climate resilience, ESG investment, and ecosystems through sustainable finance, innovative data use, and regenerative or circular business models; liaising and supporting various workforce training and development programs to meet the current and future needs of the blue-green technology sector through partnerships with local agencies and educational institutions; and sharing the County's

efforts to achieve a just transition to a resilient future-ready economy through convenings, conversations, publications, and presentations.

You are also responsible for supporting incubators and accelerators that create opportunities for stakeholders including but not limited to county employees, government agencies, municipalities, startups, investors, established businesses, academics, nonprofits organizations, cultural creatives, and residents to collaborate on pilots and tests for new technologies and business models; importing ideas from other communities; and assessing and scaling successes.

You advise that over the past 18 months, a portion of your work has been to develop a regional, four county, initiative called the Climate Ready Tech Hub or the Risk and Resilience Tech Hub. Miami-Dade County's Office of Innovation and Economic Development serves as the lead partner of the quad-county consortium. To drive effective governance, the Hub has a Steering Committee chaired by regional innovation officer (RIO), Francesca de Quesada Covey and charged with broad oversight. In July 2024, the Hub was awarded a five (5) year grant from the United States Economic Development Administration (EDA), a bureau of the United States Department of Commerce, for approximately \$19 million to implement several projects, including:

- Scaling advanced concrete technologies made with reduced emissions that protect environments in low-lying areas, specifically focusing on communities most affected by extreme weather events;
- Establishing workforce development programs that offer career pathways for small businesses and workforce development through certifications, training, and apprenticeships, supplemented with wraparound services; and
- Cutting red tape to foster collaboration among government, startups, corporations, capital partners, community advocates, and academia to rapidly affect change by deploying new risk and resilience technology where it is most needed

The EDA Tech Hubs program was established under the Creating Helpful Incentives to Produce Semiconductors (CHIPS) and Science Act of 2022 and aims to strengthen U.S. economic and national security by making investments in regions across the country that are poised to become globally competitive in the technologies and industries of the future. Each Tech Hub is built around a consortium of business, government, higher education, workforce, labor and community organizations. South Florida's consortium includes 60 members and partners.

You are planning to resign from Miami-Dade County in the near future. You advise that the Climate Ready Tech Hub and Francesca de Quesada Covey (Chief of Innovation and Economic Development for Miami-Dade County) would like the County to contract your consulting business, Zicher Consulting, to continue to support the Governance Project of the Tech Hub with management services after your resignation.

Zicher Consulting is not a registered business entity with the State of Florida Department of State, Division of Corporations, and no business formation is indicated for Zicher Consulting<sup>1</sup>. Zicher Consulting has started the process of registering as a vendor with Miami-Dade County but requires this ethics opinion to finalize the process. Currently, there is no procurement process or advertised contract for this service.

Issue:

Whether any prohibited conflict of interest may exist, pursuant to the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (“County Ethics Code”), as a result of Galen Treuer’s County current employment with the Miami-Dade County Department of Regulatory and Economic Resources and a future potential contract between his company, Zicher Consulting, and Miami-Dade County after his departure from County employment, for the same or similar services he provides in his current position.

Analysis or Discussion:

While still employed with Miami Dade County, there are provisions of the County Ethics Code which prohibit Zicher Consulting from executing a contract with the Miami-Dade County Department of Regulatory and Economic Resources. Furthermore, after you (Galen Treuer) separate from Miami-Dade County employment there are provisions of the County Ethics Code which must be adhered to in order to avoid a prohibited conflict of interest. This inquiry involves multiple sections of the County Ethics Code, each of which is analyzed below:

*A. Contracting with the County*

You have advised that Zicher Consulting wishes to become a registered county vendor and plans to contract with Miami-Dade County to provide its services, which will be a continuation of your current work as the Climate Tech and Economic Innovation Manager. Generally, sections 2-11.1 (c) and (d) of the County Ethics Code permit County employees to transact business with the County, so long as the contract does not interfere with the full and faithful discharge of the County employee’s duties, the County employee does not participate in negotiating or awarding the contract, and the County employee’s job duties will not require him or her to be involved with enforcing or overseeing the contract. Additionally, the County Ethics Code prohibits a County employee from transacting business with the County department for which he or she, or one of his or her immediate family members, works. Specifically,

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<sup>1</sup> For this review, Zicher Consulting will be presumed to be a sole proprietorship.

[the limited exclusion from the general prohibition on County employees contracting with the County] shall not be construed to authorize an employee or his or her immediate family member to enter into a contract with Miami-Dade County or any person or agency acting for Miami-Dade County, if the employee works in the county department which will enforce, oversee or administer the subject contract.

County Ethics Code § 2-11.1(c)(2). In practice, this has meant that a Miami-Dade County Department of Transportation and Public Works traffic engineer could not contract to provide engineering services through his private company with the County department that employs him. *See* INQ 23-25. Likewise, a company owned and operated the stepparent of a Miami-Dade Police Department (“MDPD”) employee could not contract to provide polygraph services to MDPD because the stepparent was an immediate family member of an employee of the contracting County department. *See* RQO 11-29; INQ 11-167. In the instant matter, the application of County Ethics Code § 2-11.1(c)(2) means that you and/or your private company may not contract with RER, while you are employed by RER. *See* County Ethics Code § 2-11.1(c)(1), (2); RQO 11-29.

However, you and/or your private company may contract with other County departments that do not employ you, provided that your County duties do not have any relation to the enforcement, administration, oversight, amendment, extension, or termination of any contract you and/or your private company may secure with the County. *See* INQ 17-249; INQ 16-199. However, “prior to submittal of a bid, response, or application of any type to contract with the County,” you must seek a conflict-of-interest opinion from the Ethics Commission regarding that particular County contract. County Ethics Code § 2-11.1(c)(4); *see e.g.*, INQ 23-18; INQ 22-107; INQ 22-43; INQ 21-154 (string of opinions addressing whether there was a conflict of interest from separate bids in response to different County solicitations from a company that employs two County advisory personnel).

#### *B. Exploitation of Official Position Prohibited*

The County Ethics Code provides that no County employee “shall use or attempt to use his or her official position to secure special privileges or exemptions for himself or herself or others,” unless expressly permitted by ordinance. County Ethics Code § 2-11.1(g). This prohibition has previously limited applicable persons from using his or her County position to gain any special competitive advantage in any funding application or other County decision-making situation that might benefit himself or herself and any entity they own or have control over. *See* INQ 15-82, INQ 21-13. In this circumstance, Section 2-11.1(g) prohibits you from lobbying for, advocating, or negotiating on behalf of yourself or Zicher Consulting for the anticipated Tech Hub consultation contract with Miami-Dade County.

Additionally, while you are a County Employee, you may not use County time or resources for the benefit of Zicher Consulting. *See* Section 2-11.1 (g), Miami-Dade County Ethics Code; INQ 19-123; INQ 20-43; INQ 23-103. This includes the use of any Miami-Dade County-owned computer programs or software systems. You shall not engage in activities that relate in any way to Zicher Consulting during regular business hours, including phone calls, or any other communication and/or use of County resources (including but not limited to phones, copiers, computers, fax machines, County vehicles, in connection with your outside employment, even after work). *See* Sections 2-11.1 (j) and (g), Miami-Dade County Ethics Code; AO 5-5, AO 7-1; INQ 05-29, INQ 15-240; and INQ 23-103. Consequently, you may not promote Zicher Consulting to other RER employees you have contact with while you are at work.

C. *Continuing Application After County Service*

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 an . . . 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 . . . application, RFP, RFQ, bid, request for ruling, or other determination, contract . . . 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. *See* INQ 23-45. Under the Two-Year Rule, former County employees are prohibited from lobbying their former employer for two years after their employment has ceased. *See* INQ 23-45; INQ 22-61. The two-year period is calculated beginning on the day after the last day that the employee receives benefits or compensation from the County or municipality, such as payments for accrued vacation time, sick time, insurance, etc. *See* INQ 14-241, 24-11. The Two-Year Rule is designed to limit a former employee’s ability to use his or her former County service and contacts for his or her personal benefit through lobbying, to the detriment of others who do not have County connections. *See* INQ 21-105.

Generally, the Two-Rule is expansively interpreted to mean all activities intended to influence an official decision or action are considered impermissible lobbying. *See* RQO 13-07; INQ 23-45. As such, within the two-year period covered by the Two-Year Rule, former County employees are prohibited from arranging or participating in any meetings, negotiations, oral presentations, or other discussions directly with County officials or staff for the purpose of influencing the County elected official, staff, or employee to take any type of official action, decision, or recommendation.

See INQ 16-151 (citing RQO 04-33, RQO 02-139). However, the Two-Year Rule does not prohibit former County employees from contracting with the County or working for a company that contracts with the County. See 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).

The Two-Year Rule would not prohibit you from entering into a contract with the County as a vendor to continue to support the Governance Project of the Tech Hub. See INQ 22-61; INQ 14-271. However, you may not directly engage in any negotiations regarding the contract between you and the County, nor may you participate in any meetings or oral presentations with County staff regarding the proposed vendor contract. See RQO 12-09; INQ 22-61; INQ 15-152. This prohibition includes any meeting attendance, negotiations, presentations, or other discussions that are initiated or requested by County officials or staff regarding the proposed vendor contract or agreement. See INQ 22-61. You are cautioned that the Commission has found that a former County employee who attended a lobbying meeting with County personnel violated Section 2-11.1(q), even though the former County employee did not speak during the meeting. See C 21-11-05.

We understand that this may make it difficult for you to contract with the County, but any such *direct* negotiations are prohibited by the Two-Year Rule. See RQO 12-09; INQ 22-61.

Furthermore, you should consider another provision of the County Ethics Code that impacts former employees. Specifically, you may not disclose or use any confidential or proprietary information acquired as a result of your past County service to derive any personal benefit for yourself or your prospective company. See County Ethics Code § 2-11.1(h); INQ 21-105; INQ 22-61.

#### Conclusion or Opinion.

Based on the facts presented here and discussed above, neither you nor any company you own may contract with RER while it is your employing County department, and as it would give rise to a prohibited conflict of interest until after you separate from RER. See County Ethics Code § 2-11.1(c)(1), (2); RQO 17-03. Additionally, while you remain employed by Miami-Dade County you may not use County time or resources for the benefit of Zicher Consulting. See Section 2-11.1 (g), Miami-Dade County Ethics Code; INQ 19-123; INQ 20-43; INQ 23-103. Moreover, you may not lobby for, advocate for, or negotiate on behalf of yourself or Zicher Consulting for the anticipated Tech Hub consultation contract. Section 2-11.1(g) See INQ 15-82, INQ 21-13, and INQ 23-103.

However, after you have ended your employment with RER, you, or any company you own, may contract with the RER as a vendor. However, the Two-Year Rule would prohibit you from *directly* engaging in any meetings, presentations, negotiations, or other discussions with any County official or employee regarding the proposed contract or vendor agreement and its terms. See RQO

12-09; INQ 22-61. This prohibition includes any meetings, negotiations, or discussions initiated by County staff, whether orally or in writing. See INQ 22-61.

Nevertheless, once a contract is entered into, you may communicate with County officials and staff concerning the already awarded or ratified contract insofar as you are engaged in the performance of whatever duties you are obligated to perform pursuant to the contract. See *id.*; INQ 16-151. You may also engage in ministerial actions, such as submitting routine administrative requests, as well as submitting requests in furtherance of the awarded or ratified contract, such as requests for payment of services rendered. See INQ 16-151. However, you are cautioned that you may not engage in any re-negotiation or other discussion regarding amending or changing the terms of the ratified contract, because this too would be considered impermissible lobbying under the Two-Year Rule. See RQO 12-09; INQ 22-61.

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 INQ 22-61; INQ 17-181. Former County employees should carefully consider the totality of the circumstances before taking any action that may erode the public's trust in government. See 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. In the process of becoming a County vendor, you must 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. 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/>.

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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.*