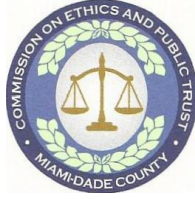


MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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April 4, 2025

Viktoriia Okulovych, Marketing Director
Marlin Engineering, Inc.
3363 W Commercial Blvd #115
Fort Lauderdale, FL 33309

Delivered via e-mail to: vokulovych@marlinengineering.com

RE: INQ 2025-31, Section 2-11.1(c), Prohibition on transacting business within the County; Section 2-11.1(d), Further prohibition on transacting business with the County; Section 2-11.1(n), Actions prohibited when financial interests involved.

Dear Ms. Okulovych:

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and seeking guidance regarding possible conflicts of interest arising from your employer, Marlin Engineering, Inc., (“MARLIN”) seeking to contract with the County in response to County solicitation/project number E23TP07, a solicitation/project that will be overseen and/or administered by the Miami-Dade Department of Transportation and Public Works (“DTPW”), which employs the brother of MARLIN’s principal owner.

Facts

You advised that Ramon Soria is the principal and one hundred percent owner of MARLIN, which is a Florida for-profit corporation. MARLIN is an engineering consulting company that provides services related to design, planning, traffic, bridge operations, data and analytics, and surveying.¹

You advised that MARLIN is considering submitting a response to the Notice to Professional Consultants (“NTPC”) for Professional Planning, Design, and Engineering Services for DTPW Infrastructure Project Management – Strategic Procurement Department Project No. E23TP07. Through this competitive solicitation, the DTPW seeks professional services from general consulting design firms for primary support of DTPW’s Infrastructure Project Management section with the following activities: planning, project development and environmental studies, design and engineering, public involvement, right-of-way and utilities coordination, construction administration, project control, estimating services, plans review and quality assurance, geotechnical studies, and other matters. DTPW intends to retain five qualified consultants or consultant teams under non-exclusive professional services agreements for five-year terms.

¹ See Services, <https://marlinengineering.com/services/> (last visited Apr. 3, 2025).

The Miami-Dade Strategic Procurement Department (“SPD”) is administering the competitive solicitation for Project Number E23TP07, but the contracts and the services rendered thereunder will be administered and overseen by DTPW.

Neither you nor Mr. Ramon Soria are employed by Miami-Dade County. However, you advised that Mr. Ramon Soria’s brother, Mr. Miguel Soria, is employed by the County. Specifically, Mr. Miguel Soria is employed by DTPW as an Assistant Director of Highway Engineering. He advised that he is responsible for the supervision of four divisions: Highway Design, Traffic Engineering, Right-of-Way Engineering and Survey, and Bridge Design. Within his supervision are the chiefs of these four divisions, and these division chiefs in turn oversee contract managers. Mr. Ramon Soria advised that he does not directly handle the administration of contracts with DTPW beyond occasionally being asked to approve payment under a contract – a task that he can delegate to a division chief. However, he acknowledged that the division chiefs and contract managers over whom he has supervisory responsibility administer DTPW projects and oversee work completed by contractors and subcontractors pursuant to contracts with DTPW.

With regard to E23TP07, pursuant to which MARLIN seeks to contract with DTPW as a primary contractor, Mr. Ramon Soria advised that the Chief of Highway Design will ultimately be responsible for supervising the DTPW employees who will administer and oversee at least some of the contracts and work done by the consultants hired pursuant to E23TP07.

Issue

Whether there is any prohibited conflict of interest related to MARLIN submitting a bid and serving as a primary contractor in response to Project Number E23TP07 arising from the employment of MARLIN’s owner’s brother by the Miami-Dade Department of Transportation and Public Works.

Analysis

The Miami-Dade Conflict of Interest and Code of Ethics Ordinances (“County Ethics Code”) Section 2-11.1(c)(1) provides that County employees and their immediate family members² shall not enter into any contract or otherwise transact any business with the County, “except as provided in subsections (c)(2) through (c)(6).” The County Ethics Code further provides that County employees and their immediate family members may contract with the County so long as (1) entering into the contract would not interfere with the employee’s full and faithful discharge of his or her County duties; (2) the employee does not participate in determining the subject contract requirements or awarding the contract; and, (3) the employee’s job responsibilities and job description will not require him or her to be involved with the contract in any way, including its enforcement, oversight, administration, amendment, extension, termination, or forbearance. *See* County Ethics Code § 2-11.1(c)(2). Additionally, this limited exclusion from the broad prohibition against contracting with the County does not authorize a County employee or his or her immediate family member to contract with the County Department that employs said County employee. *See id.*; RQO 23-01.

² The term “immediate family” includes siblings. *See* County Ethics Code § 2-11.1(b)(9).

The County Ethics Code further provides that County employees and their immediate family members may not contract or transact any business with the County through a firm, corporation, partnership, or other business entity in which the County employees or their immediate family members have a controlling financial interest. *See* County Ethics Code § 2-11.1(d). The exclusions and exceptions of Section 2-11.1(c) apply equally to the broad prohibition against contracting with the County contained in Section 2-11.1(d). *See id.*

As applied, these provisions of the County Ethics Code have prohibited businesses owned by immediate family members of County employees from contracting with the County employees' employing departments. For example, a private polygraphy company owned and operated by the stepparent of a detective employed with the Miami-Dade Police Department ("MDPD") could not contract with the County because the contract would have been administered by MDPD, her stepson's employing department. *See* RQO 11-29. Similarly, a private engineering consulting company owned and operated by the spouse of an Assistant Director of the Miami-Dade Water and Sewer Department ("WASD") could not contract with WASD because it was her husband's employing department. *See* INQ 23-03; *see also* INQ 23-106 (a private engineering consulting company owned and operated by the spouse of a Division Chief with the Miami-Dade Department of Regulatory and Economic Resources ("RER") could not contract with RER because it was her husband's employing department); INQ 21-52 (a private contract manufacturing shop owned and operated by the parent of a firefighter employed by the Miami-Dade Fire Rescue Department ("MDFR") could not contract with MDFR because it was his son's employing department).

However, the County Ethics Code does not prohibit a business owned by an immediate family member of a County employee from contracting as a *subcontractor* to a County vendor on a County contract because the company owned by the immediate family member of a County employee does not enter into privity of contract with the County. *See* RQO 18-02; RQO 10-32. Nevertheless, such a subcontracting relationship with a County vendor is only permissible provided that the County employee does not administer or oversee the contract under which his or her immediate family member's business is subcontracting. *See id.* This is because the County Ethics Code provides that no County employee may participate in any official action directly or indirectly affecting a business in which he or she or any member of his or her immediate family has a financial interest. *See* County Ethics Code § 2-11.1(n).

For example, a private engineering consulting company owned and operated by the spouse of an Assistant Director of WASD could contract as a subcontractor to a prime contractor under a County professional services agreement administered by WASD because neither the Assistant Director, nor any of his subordinates, had any oversight, administration, monitoring, or enforcement authority over the professional services agreement. *See* INQ 25-13. Similarly, a private company owned and operated by the parent of a Park Planner 2 in the Planning, Design and Construction Division of the Miami-Dade Parks, Recreation and Open Spaces Department ("PROS") could subcontract with the prime contractor under a County project to develop, maintain, and operate the Rickenbacker and Venetian Causeways and associated recreation elements because the company owned by the parent of the County employee was not contracting directly with the County and the County employee did not have any involvement in the oversight, administration, monitoring, or enforcement of any matter involving the project. *See* INQ 21-125.

Furthermore, in order for such a subcontracting arrangement to be permissible under the County Ethics Code, the contract between the County and the prime contractor may not be overseen, administered, monitored, or enforced by any County employee that reports, directly or indirectly, to the County employee whose immediate family member has an ownership interest in the subcontractor to the prime contractor under the County contract. *See* INQ 22-09 (the Senior Director of Communications in the Office of the Miami-Dade County Mayor could not be involved directly or indirectly in any decision affecting her spouse's employer, including overseeing or administering contracts involving the company or supervising employees with those responsibilities); INQ 20-128 (the Chief of Staff for the Miami-Dade County Mayor could not be involved directly or indirectly in any decision affecting her spouse's employer, nor could any employees that reported to her).

Accordingly, based on the information provided at this time, the County Ethics Code prohibits MARLIN from contracting directly with the County as a prime contractor under Project Number E23TP07 because DTPW, the County department that will be overseeing and administering the resulting professional services agreements, is the employing County department of Assistant Director Miguel Soria, the brother of MARLIN's owner, Mr. Ramon Soria. *See* RQO 11-29; INQ 23-03. Furthermore, even if MARLIN were seeking to be a subcontractor to a prime contractor under Project Number E23TP07, the County Ethics Code would still prohibit such an arrangement because the resulting professional services agreements will be overseen and administered by DTPW employees reporting directly or indirectly to Assistant Director Miguel Soria. *See* INQ 22-09; INQ 20-128; *cf.* INQ 25-13; INQ 21-125.

Opinion

Based on the facts presented here and discussed above, **the County Ethics Code prohibits MARLIN from contracting with DTPW pursuant to Project Number E23TP07.** A prohibited conflict of interest would arise were MARLIN to contract with the County and enter into a professional services agreement with DTPW pursuant to Project Number E23TP07 because DTPW is the employing department of Assistant Director Miguel Soria, the brother of the owner of MARLIN. *See* RQO 11-29; INQ 23-03.

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 DTPW or under state law. Questions regarding possible conflicts based on DTPW directives should be directed to the DTPW Director's Office or to the Mayor'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/>.

Sincerely,

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

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

CC: All COE Legal Staff; Miguel Soria, Assistant Director, Miami-Dade Department of Transportation and Public Works; Francela Reyes, A/E Consultant Selection Coordinator, Miami-Dade Strategic Procurement Department

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.