



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Saba Musleh, Selection Committee Coordinator
Strategic Procurement Department (SPD)

Yaritza Reina, Executive Secretary
Office of the Commission Auditor (OCA)

FROM: Loressa Felix, General Counsel
Commission on Ethics and Public Trust

SUBJECT: INQ 2025-41, Voting Conflict of Interest § 2-11.1(v); Appearances of Impropriety

DATE: May 1, 2025

CC: All COE Legal Staff; Stroman, Vanessa (SPD); Bethel, Pearl (SPD); Uppal, Namita (SPD); Yinka Majekodunmi (OCA); Jannesha Johnson (OCA); Perello, Gregory (PIOD)

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding the following proposed transaction.

Facts:

We have reviewed your memorandum dated April 25, 2025, which was prepared in connection with the Appointment of Selection Committee for Miami-Dade County Multiple County Departments Request for Proposals (RFP) for Maintenance and Repair Services for Conveyance Equipment – RFP No. EVN0020578. The memorandum was prepared in connection with Resolution No. R-449-14, directing the Office of the Commission Auditor (OCA) to conduct background checks on members serving on evaluation/selection committees.

The memorandum noted that a member of the selection committee made disclosures on his Neutrality/Disclosure Form that merited submission to the Commission on Ethics for an opinion. Specifically, the memorandum noted the following:

- Gregory Perello, People and Internal Operations Department, resume lists Mr. Perello as having been employed with Otis Elevator Company, Fl., from 1984 to 1988 and 2010 to 2011. Mr. Perello's resume also lists his previous employer as Schindler Elevator

Corporation, Fl., from 1984 to 1988 and 2010 to 2011. Otis Elevator Company, Fl., and Schindler Elevator Corporation, Fl., are respondents to this solicitation.

We conferred with Mr. Perello. He is an Elevator Inspector Section Supervisor for the Miami-Dade County Office of Elevator Safety. He has worked in that capacity for six (6) years. Mr. Perello noted that he is currently managing projects in his County role which involve both Schindler Elevator Corporation and Otis Elevator Company, both respondents to this solicitation. He does not believe that his supervision of these projects will impact his ability to be fair and impartial. Mr. Perello also indicated that he worked for Otis Elevator Company as a service supervisor from January 2010 through January 2011, and Schindler Elevator Corporation as a service, construction, and modernization departments superintendent from January 2003 through July 2008. Mr. Perello indicated that the termination of his employment with both Otis Elevator and Schindler Elevator was amicable. Mr. Perello has no current ownership interest or other financial interest in either company. However, Mr. Perello disclosed that he has close personal friendships with one employee of Otis Elevator Company and one employee of Schindler Elevator Corporation. Mr. Perello believes he can be fair and impartial when evaluating the respondents to this project.

It was confirmed by the Selection Committee Coordinator that neither individual disclosed by Mr. Perello as having a close personal friendship is listed by the respondent entity as a possible participant in the oral presentation before a Miami-Dade County evaluation, selection, technical review or similar committee or subcommittee and/or recorded negotiation meeting or sessions.

Discussion:

This agency conducts reviews of these issues under the County Ethics Code, which governs conflicts by members of County advisory and quasi-judicial boards. We also consider whether there is an appearance of impropriety created and make recommendations based on R-449-14 and Ethics Commission Rule of Procedure 2.1(b).

Specifically, Section 2-11.1(v) of the County Ethics Code states that no quasi-judicial personnel or advisory personnel shall vote on any matter presented to an advisory board or quasi-judicial board on which the person sits if the board member will be directly affected by the action of the board on which the member serves and the board member has any of the following relationships with any of the persons or entities appearing before the board: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary' or (ii) stock holder, bondholder, debtor or creditor.

It does not appear that Mr. Perello would have a voting conflict of interest under Section (v) of the County Ethics Code because he will not be directly affected by the vote, nor does he have any of the enumerated relationships with any entity affected by the vote.

Section 2-11.1(x) of the County Ethics Code, commonly referred to as the Reverse Two-Year Rule, bars County employees from participating in contract-related duties on behalf of the County with a former employer for a period of two years following termination of the prior employment. In this case, Section 2-11.1(x) prohibitions would not apply to Mr. Perello since he last worked for

Otis Elevator Company over fourteen (14) years ago and Schindler Elevator Corporation over seventeen (17) years ago. *See* INQ 17-174, INQ 17-183, INQ 18-229, and INQ 22-161.

Further, as noted above, due to the sensitivity of the procurement process and the need to sustain public confidence in it, this agency also opines concerning whether there may be an appearance of impropriety in a given situation that would justify the removal of a member of an appointed selection committee. *See* Section 2-1067, Miami-Dade County Code, and 2.1(b) of the COE Rules of Procedure.

Ms. Perello indicated some level of current involvement with Schindler Elevator Corporation and Otis Elevator Company due to his County position. The Ethics Commission has indicated in various informal opinions that, absent some other factor, the mere fact that a selection committee member has interactions with a respondent in connection with the member's public duties would not create an appearance of a conflict that could affect the public trust in the integrity of the procurement process. *See* INQ 14-279, INQ 16-165, INQ 17-286, INQ 18-21, INQ 18-47, INQ 18-230, INQ 20-136, and INQ 22-153. The Commission's opinions note that, in fact, it may be valuable to have an individual on a selection committee who is personally familiar with the work of one or more of the responding firms, particularly where the member also has some special expertise in the services that are being sought by the County. *See* INQ 18-21, INQ 18-47, INQ 18-230, INQ 20-136, and INQ 22-153. Thus, even though Mr. Perello has some interaction with a respondent in his County role, said interaction would not prohibit him from evaluating the respondents to this solicitation. *See* INQ 24-04 and INQ 22-153.

Additionally, although Mr. Perello's employment at Otis Elevator Company and Schindler Elevator Corporation ended over fourteen (14) and seventeen (17) years ago, respectively, he still maintains a close personal friendship with a current employee from each entity. However, and importantly, neither employee is involved in or listed as a named team member presenting the proposal for this solicitation on behalf the entity.

In prior informal opinions, the Ethics Commission has recommended that a County employee should not serve on a selection committee, even though not specifically prohibited by the County Ethics Code, when there is a close personal relationship between the County employee and an individual that has either a) an ownership interest in one of the responding firms, or b) a managerial position in one of the responding firms and involvement in the project. *See* INQ 22-52. For example, to avoid an appearance of impropriety, it was recommended that the County reconsider appointing an FIU Professor of Architecture to a selection committee who had close professional relationships with some of the respondents to a project. *See* INQ 14-246. Similarly, it was recommended that a Senior Professional Engineer for the Miami-Dade Water and Sewer Department ("WASD") should be excused from service on a selection committee because she and her husband maintained a long-standing close friendship with the owner of a respondent to the project. *See* INQ 22-37.

By contrast, in INQ 18-78, the Ethics Commission considered whether a prospective member of a selection committee may serve on the committee, where the prospective selection committee member maintained a close personal friendship with an employee of one of the respondents to the project. In that case, the Ethics Commission again noted that the prospective member of the

selection committee did not have a prohibited conflict of interest under the County Ethics Code because the County employee would not personally benefit from the vote, and he did not have a prohibited relationship with any of the parties involved in the solicitation. However, the Ethics Commission did not find that there was any appearance of impropriety in this scenario because the individual that the prospective selection committee member maintained a personal friendship with at the respondent company was not listed in the proposal submitted, he had nothing to do with the company's response to that particular solicitation, nor would that individual be making any type of presentation before the selection committee regarding this project. *See also* INQ 20-127 (No appearance of impropriety was created by the selection committee member's service since neither of the two individuals that he maintains a close social friendship with are listed in the proposal submitted by the responding entity; they are not identified as having any defined roles should the project be awarded to the proposal; and they are not listed as one of the individuals that will appear and present before the selection committee).

Here, neither disclosed individual has an ownership interest in the responding firms nor a managerial position which would require involvement with the project. Neither individual is listed as a named participant in the oral presentation before a Miami-Dade County evaluation, selection, technical review or similar committee or subcommittee and/or recorded negotiation meetings, or has anything to do with the company's response to the particular solicitation.

Opinion:

Consequently, consistent with the Ethics Commission's holding in prior ethics opinions, we see no reason why Mr. Perello should not serve on this committee. He has no conflict of interest under the County Ethics Code, or grounds to assert an appearance of impropriety created by his service on this committee.

However, members are reminded that the selection committee, for which they will serve, operates under the County's Cone of Silence, Section 2-11.1(t) of the County Ethics Code. The Cone of Silence puts significant restrictions on oral communications made by Commissioners, County staff, selection committee members, and prospective contractors, as well as their lobbyists and consultants, regarding any procurement matter during the time that the Cone is in effect. All selection committee members will therefore be prohibited under the Cone from communicating with any of the responding entities to this solicitation with which they may currently have interactions regarding ongoing projects.

This opinion is limited to the facts as you 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.

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.

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.