



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Julie Whitside, Selection Committee Coordinator
Miami-Dade County Strategic Procurement Department

Yaritza Reina, Executive Secretary
Office of the Commission Auditor

FROM: Etta Akoni, Staff Attorney
Miami-Dade Commission on Ethics and Public Trust

SUBJECT: INQ 2025-47 [Voting Conflict of Interest § 2-11.1(v); Resolution No. 449-14;
Appearances of Impropriety]

DATE: May 21, 2025

CC: All COE Legal Staff; Namita Uppal, SPD; Adeyinka Majekodunmi, OCA;
Jannesha Johnson, OCA.

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

FACTS:

We have reviewed the Office of the Commission Auditor memorandum May 14, 2025, which was prepared in connection with Appointment of Selection Committee for Miami-Dade County Seaport Department Request to Advertise for Construction Engineering and Inspection Services for the North Bulkhead Berths 1-6 Realignment Program – Project No. E25SP01. 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 Office of the Commission Auditor memorandum noted that three (3) members of the selection committee made disclosures on their Neutrality Affidavits that merited submission to the Commission on Ethics for an opinion. Specifically, the memorandum notes that:

- A. *Helga Sommer, Seaport Department, stated in her Neutrality Affidavit that her previous supervisor is now an Atkinsrealis USA, Inc. employee. Ms. Sommer also listed her spouse's prior employment with AECOM from August 2004 to February 2016. Atkinsrealis USA Inc. and AECOM Technical Services, Inc. are respondents to this solicitation.*

We conferred with Ms. Helga Sommer. She is the Acting Assistant Director of Seaport Capital Development for the Miami-Dade County Seaport Department (PortMiami) and has worked for Miami-Dade County since 2016. Ms. Sommer confirmed that from August 2004 to February 2016 she worked for AECOM (a respondent to this project, RTA E25SP01) as a Project Manager. As a Project Manager for AECOM, Helga Sommer's responsibilities included managing miscellaneous engineering projects in their water resources department. Helga Sommer's separation from AECOM was amicable. She confirmed that neither she nor any of her immediate family members have any of the following relationships with AECOM: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary or (ii) stockholder, bondholder, debtor, or creditor. Additionally, Helga Sommer stated that she does not have any personal financial interests in AECOM, nor will she receive any direct financial benefit as a result of RTA E25SP01. Helga Sommer further stated that she does not have any personal, close social, or other relationship with any current employee(s) of AECOM. Helga Sommer stated that her work history with AECOM would not impair her independence of judgment when evaluating the various other respondents.

Helga Sommer also advised that her prior immediate supervisor, Elizabeth Ogden, now works for Atkinsrealis USA, Inc. (a respondent to this project, RTA E25SP01). This writer confirmed with the Human Resource Manager for PortMiami, Rose Timmons, that Elizabeth Ogden officially retired from employment with Miami-Dade County on March 29, 2024. Moreover, this writer reviewed the Bid Proposal Packet for Solicitation E25SP01 from Atkinsrealis USA, Inc. In said packet, Elizabeth Ogden is not referenced as a part of the team handling RTA E25SP01 for Atkinsrealis USA, Inc. Helga Sommer advised that she and Elizabeth Ogden have an amicable relationship and see each other at industry functions and the occasional lunch, but do not maintain a close personal friendship. Moreover, Helga Sommer believes that she can be fair and impartial when evaluating all respondents to this solicitation.

- B. *Perla Celis, Seaport Department, stated in her Neutrality Affidavit that her previous supervisor is now an Atkinsrealis USA, Inc. employee. Atkinsrealis USA, Inc., is a respondent to this solicitation. Ms. Celis also listed that her spouse was employed with TY Lin International from 2012 to 2016. TY Lin International is a respondent to this request.*

We conferred with Ms. Perla Celis. She is an Architect 3 for PortMiami. Perla confirmed that from 2012 to 2016 her husband, Juan Ramirez, worked for TY Lin International (a subconsultant for Team 2 on this project, RTA E25SP01) as a Structural CAD Designer. As a CAD (Computer Assistant Design) Designer, his responsibilities included using programs like AutoCad, Revit, etc. to create drawings for engineering, architecture, and construction projects. Juan Ramirez' separation from TY Lin International was amicable. She confirmed that neither she nor any of her immediate family members have any of the following relationships with TY Lin International: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary or (ii) stockholder, bondholder, debtor, or creditor. Ms. Celis stated that she nor any of her immediate family members have any personal financial interests in TY Lin International, nor will she receive any direct financial benefit as a result of RTA E25SP01.

Ms. Celis advised that her husband maintains a personal, close social, or other relationship with a current employee of TY Lin International, named Tesi Ludena. Ms. Ludena was Mr. Ramirez' coworker while employed by TY Lin International and they have maintained a friendship after he left the company. Mr. Ramirez and Ms. Ludena talk over the phone occasionally to keep each other updated about their respective families. She is a structural engineer, but Ms. Celis is unsure of her official title in TY Lin International. This writer reviewed the Bid Proposal Packet for Solicitation E25SP01 from Mott MacDonald Florida LLC, the primary contractor for Team 2 as TY Lin International is a subconsultant for Team 2 and all documents for Team 2 were submitted by the primary contractor. In said packet, Tesi Ludena is not referenced in the proposal submitted nor is she listed on the Lobbyist Registration Affidavit for Oral Presentation and/or Recorded Negotiation Meeting or Sessions before the selection committee for RTA E25SP01 for TY Lin International and Team 2. Ms. Celis stated that her husband's work history with TY Lin International would not impair her independence of judgment when evaluating the various other respondents

Ms. Celis also advised that her prior immediate supervisor, Elizabeth Ogden, now works for Atkinsrealis USA, Inc. (a respondent to this project, RTA E25SP01). This writer confirmed with the Human Resource Manager for PortMiami, Rose Timmons, that Elizabeth Ogden officially retired from employment with Miami-Dade County on March 29, 2024. Moreover, this writer reviewed the Bid Proposal Packet for Solicitation E25SP01 from Atkinsrealis USA, Inc. In said packet, Elizabeth Ogden is not referenced as a part of the team handling RTA E25SP01 for Atkinsrealis USA, Inc. Perla Celis advised that she and Elizabeth Ogden have only had one (1) interaction since Ms. Ogden retired, which was a phone call about public record. Moreover, Ms. Celis believes that she can be fair and impartial when evaluating all respondents to this solicitation.

C. Victor Gutierrez, Seaport Department, stated on his Neutrality Affidavit that he previously worked at ADA Engineering, Inc. in 2016. ADA Engineering, Inc. is a respondent to this solicitation.

We conferred with Mr. Victor M. Gutierrez, an alternate member of the Selection committee for RTA E25SP01. He is a Senior Professional Engineer for PortMiami. Victor M. Gutierrez confirmed that from February 2016 to October 2016 he worked for ADA Engineering (a respondent to this project, RTA E25SP01) as a project manager. His duties as project manager for ADA Engineering include design, coordination and addressing any requests from clients with civil projects. His separation from ADA Engineering was amicable. He confirmed that neither he nor any of his immediate family members have any of the following relationships with ADA Engineering: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary or (ii) stockholder, bondholder, debtor, or creditor. Victor Gutierrez advised that he does not have any personal/financial interest in ADA Engineering and does not maintain any close personal friendships with any employees of ADA Engineering. Victor M. Gutierrez stated that his work history with ADA Engineering would not impair his independence of judgment when evaluating the various other respondents, and he believes that he can be fair and impartial when evaluating all respondents to this solicitation.

DISCUSSION:

This agency conducts reviews of potential 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 by the circumstances and make recommendations based on R-449-14 and Ethics Commission Rule of Procedure 2.1(b).

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) stockholder, bondholder, debtor or creditor.

Further, due to the sensitivity of the procurement process and the need to sustain public confidence in it, the Ethics Commission 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* Miami-Dade County Code § 2-1067; Ethics Commission Rule of Procedure § 2.1(b). “In all procurement matters, appearances of integrity and fairness are paramount, [as there is a] ‘need for the County to conduct its procurement operations in a manner that will not create appearances of impropriety, favoritism or undue influence . . . [which] may require a higher standard of ethics . . .’ INQ 17-131 (quoting INQ 14-242).

Both Helga Sommer and Victor Gutierrez were previously employed by respondents to the solicitation. Both Helga Sommer’s employment at AECOM and Victor M. Gutierrez’ employment with ADA Engineering ended nine (9) years ago, on an amicable basis, and neither of them have any business or close social relationship(s) with current employees at the entity. Helga Sommer and Victor Gutierrez’ prior employment will not create a conflict of interest, an appearance of impropriety, or in any way detract from the County’s conduct of a fair and objective evaluation for this project. *See* INQ 20-73, INQ 18-202, and INQ 17- 69.

Additionally, 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 Helga Sommer and Victor Gutierrez since they last worked for AECOM and ADA Engineering (respectively), Inc. approximately nine (9) years ago. *See* INQ 17-174, INQ 17-183, and INQ 18-229.

Based on the information provided and pursuant to Sections 2-11.1(v) and (x) of the County Ethics Code, it does not appear that Helga Sommer and Victor Gutierrez will be directly affected by the vote, and do not currently have any of the enumerated relationships with any entity affected by the vote. *See* INQ 23-01.

Perla Celis' husband's, Juan Ramirez, prior employment with TY Lin International, a subconsultant to this RTA, ended nine (9) years ago, on an amicable basis, he has no financial ties to the company, and he does not hold an enumerated relationship with the entity. However, Perla Celis disclosed that her husband has a continued friendship with Tesi Ludena, an employee of TY Lin International, who is not listed in the TY Lin International bid proposal document as an employee involved in the matter. A similar circumstance occurred in INQ 18-78, wherein 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 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. Additionally, 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), *see also* INQ 2025-41.

Based on the information provided and pursuant to Section 2-11.1(v) of the County Ethics Code, it does not appear that Perla Celis will be directly affected by the vote, and she does not currently have any of the enumerated relationships with any entity affected by the vote. *See* INQ 23-01. Therefore, given the fact that Perla Celis stated that she could be fair and impartial when evaluating the various respondents to this project, there are no facts to demonstrate a potential conflict or appearance of impropriety. *See* INQ 18-78, INQ 20-127, INQ 2025-41, INQ 20-73, INQ 18-202, and INQ 17- 69.

OPINION:

Helga Sommer, Perla Celis, and Victor Gutierrez do not have any conflicts of interest under the County Ethics Code that would prevent them from serving on this selection committee because they will not be directly affected by the vote, they do not have any enumerated relationship with an entity affected by the vote, and their service on the Selection Committee would not otherwise give rise to an appearance of impropriety. *See* INQ 18-78, INQ 20-127, INQ 2025-41, INQ 20-73, INQ 18-202, INQ 17-174, INQ 17-183, INQ 18-229, and INQ 17-69.

This opinion is limited to the facts as presented 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. Other conflicts may apply based on directives from SPD. Questions regarding possible conflicts based on SPD directives should be directed to the SPD Director's Office or to the Mayor's Office. 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 consultation 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 ethics opinions provided by the legal staff after being reviewed and approved by the Executive Director. INQs deal with opinions previously addressed in public session by the Commission on Ethics or within the plain meaning of the County Ethics Code. RQOs are opinions provided by the Miami-Dade Commission on Ethics and Public Trust when the subject matter is of great public importance or where there is insufficient precedent. While these are informal opinions, covered parties that act contrary to the opinion may be referred to the Advocate for preliminary review or investigation and may be subject to a formal Complaint filed with the Commission on Ethics and Public Trust.