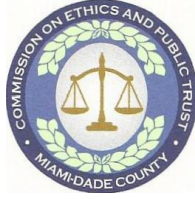


## MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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May 28, 2025

Julie ODell  
Odelphia, LLC  
3940 Main Hwy, Ste A  
Miami, FL 33133  
**Delivered via e-mail to: [julie@odelphia.com](mailto:julie@odelphia.com)**

RE: INQ 2025-48, Section 2-11.1(j), Conflicting employment prohibited

Dear Ms. ODell:

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and seeking guidance regarding possible conflicts of interest arising from your anticipated County employment and the continued operation of your private businesses.

### Facts

You have received an offer of employment as a Real Estate Officer with the Miami-Dade People and Internal Operations Department (“PIOD”). As a Real Estate Officer, your anticipated job responsibilities primarily involve supervisory responsibility in the acquisition of property and leases for the County, as well as the disposition of excess property for the County. Furthermore, Real Estate Officers exercise considerable independent judgment in negotiating these property and lease acquisitions. In speaking with your prospective supervisor, Mr. Alejandro Martinez-Esteve, Assistant Director of Development Services for PIOD, he advised that you likely will be working in the Asset Management Section, meaning that your responsibilities will include ensuring County-owned properties are properly maintained and serving as an initial contact for people interested in purchasing County properties. He further advised that your anticipated responsibilities will largely involve in-office work, rather than field work.

You currently own and operate two businesses: Odelphia, LLC, and Odelphia Commercial Real Estate, LLC, which will be collectively referred to herein as “Odelphia.” You advised that Odelphia focuses on residential real estate sales and the commercial retail/tenant market. You elaborated that, through your past work in the commercial retail/tenant market, you continue to receive residual payments from previously secured contracts and that in order to continue to receive these payments, some of which will continue up to eight (8) years from now, you must keep Odelphia active and retain active status as a broker. You further advised that you intend to continue operating Odelphia, pursuing both residential and commercial business. However, you advised that you would operate Odelphia outside of your anticipated County hours of employment,

you will not use any County resources in support of Odelphia, your work for Odelphia will not involve the same people or similar entities as your County work, your work for Odelphia will not require you to appear before any County boards, and your County work will not give you access to confidential information that would be relevant to your work for Odelphia.

Florida Department of Business and Professional Regulation records show that you are a licensed as a Broker, with the license type listed as “Real Estate Broker or Sales.”

### Issue

Whether there is any prohibited conflict of interest between your anticipated employment with PIOD as a Real Estate Officer and your continued operation of your private businesses.

### Analysis

The Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (“County Ethics Code”) prohibits County employees from accepting outside employment, “which would impair his or her independence of judgment in the performance of his or her public duties.” Section 2-11.1(j); *see also* section 2-11.1(k). Additionally, Miami-Dade County Administrative Order (“AO”) 7-1 provides that, “[u]nder no circumstances shall a County employee accept outside employment . . . where a real or apparent conflict of interest with one’s official or public duties is possible.”

County employees are required to obtain approval from their department director prior to engaging in outside employment. *See* County AO 7-1. Departmental directors and their subordinate supervisors may request an opinion from the Ethics Commission regarding any potential conflict of interest concerning the proposed outside employment. *See* INQ 21-111; INQ 19-101. Department directors and their subordinate supervisors have the discretion to deny a request for outside employment if they determine that, at any time, the proposed outside employment would be contrary, detrimental, or adverse to the interests of the County or the employee’s department. *See* RQO 16-02; RQO 00-10; INQ 13-28.

Outside employment is considered “any non-County employment or business relationship in which the County employee provides a personal service to the non-County employer that is compensated or customarily compensated.” RQO 17-03. Several factors are considered to determine whether a potential conflict of interest exists between an individual’s County position and his or her outside employment, including: the nexus between the public duties and the outside employment; whether the individual has decision-making authority over the same subject matter that the outside employment concerns; whether the individual solicits business or customers in the same area over which he or she has jurisdiction; whether the individual will come into contact with the same or similar people or entities in both his or her public position and outside employment; and whether the public entity with which the individual serves funds or has a contract with his or her outside employer. *See* RQO 17-01; INQ 21-66.

Outside employment is more likely to conflict with County employment “*when the two pursuits overlap or are closely related.*” INQ 16-89 (emphasis in original). However, “a similarity between an employee’s County duties and his or her outside employment duties does not indicate, *by itself*, the existence of a conflict of interest.” INQ 22-07 (emphasis in original).

The Ethics Commission has addressed whether Real Estate Officers for the Real Estate Development Division of the then-extant Miami-Dade Internal Services Department (“ISD”) could engage in outside employment as private real estate agents. As of 2012, there was a longstanding County policy requiring County real estate officers to hold valid real estate licenses, but to place their licenses on inactive status to prevent these employees from engaging in outside employment as private real estate agents. *See* RQO 12-11. The Ethics Commission concluded that “the level of autonomy granted to real estate officers in conducting County business is far higher than that of other County professionals,” such as architects and engineers, because they independently select sellers, purchasers, and landlords who contract with the County and then negotiate the terms of those agreements. *See id.* Furthermore, the Ethics Commission found that residential real estate agents engage in extensive face-to-face, telephone, and electronic communication with private clients that, when combined with the autonomy granted to County real estate officers, results in their supervisors being unable to adequately monitor County real estate officers to ensure that they are not spending County time on telephonic and electronic communications with private clients or otherwise engaging in private visits during the County work day. *See id.* The Ethics Commission concluded that this policy was fair to County residents “who deserve a full day’s work for a full day’s pay,” and that the longstanding policy of the Real Estate Development Division requiring real estate officers to place their licenses in inactive status should be maintained. *See id.*<sup>1</sup>

Applying these principles, a Chief Real Estate Officer for the then-extant Miami-Dade Public Works Waste Management Department whose duties included acquiring right of way and real estate for roadway projects and the Environmentally Endangered Lands Program could not activate his real estate license and engage in outside employment as a real estate agent because such outside employment would conflict with his public duties. *See* INQ 14-288. Additionally, a Real Estate Officer for the then-extant Miami-Dade General Services Administration (“GSA”) responsible for negotiating sales and leases for the acquisition of property related to major County projects could remain as a partner of his privately owned company that served as an agent for high-end residential properties to continue receiving commissions from prior sales and rental work, provided that: 1) he place his broker license in inactive status upon starting his County employment, 2) he not have any dealings with current or former clients of his private company, and 3) he quarterly report the firm’s clients to his division director. *See* RQO 08-31. Similarly, the Division Director for the Real Estate Development Division of ISD could engage in outside employment as the co-owner of a private equity real estate investment firm without giving rise to a prohibited conflict of interest, provided that he did not maintain an active real estate license, his private company did not own any land in Florida, and his private company does not do business with the County. *See* INQ 22-82.

In contrast, the Ethics Commission considered the proposed outside employment of an Asset Management and Development Officer with the then-extant County GSA. *See* RQO 04-173. His County responsibilities included developing financial analyses for proposed County real estate investment and representing the County in real estate and capital facilities development projects. *See id.* The Ethics Commission concluded that he could engage in outside employment as the

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<sup>1</sup> *See also* INQ 12-49 (noting that several County departments had blanket policies that prohibited County employees from activating their real estate license to engage in outside employment in that field); INQ 11-193 (advising that the ISD Director had the discretion to prohibit employees of the Real Estate Development Division from activating their real estate licenses for private purposes).

owner and operator of a private company providing financial analysis of real estate acquisition and development projects for commercial developers and non-profits without giving rise to a prohibited conflict of interest, provided that none of his clients sought analytical assistance with any properties owned, leased, financed, or sought by the County and he provided a quarterly list of his clients to his supervisor. *See id.* Similarly, the Ethics Commission found that a Real Estate Officer for the then-extant Miami-Dade Public Works Department whose responsibilities included acquiring land for roadway projects could engage in outside employment as a licensed realtor selling residential properties in Martin and St. Lucie counties, provided that his private clients did not transact any business with the County's Public Works or Transit departments. *See* RQO 05-09.

In practice, a Real Estate Analyst for the then-extant Miami-Dade Public Housing and Community Development Department whose job duties related to the County's Infill Program and involved maintaining a list of infill properties, recommending the conveyance of properties to qualified developers, and monitoring developer compliance with the Infill Program's requirements, could engage in outside employment as a realtor without giving rise to a prohibited conflict of interest, provided that he not represent any client participating in the County's Infill Program and reported quarterly to his supervisor a list of his clients. *See* INQ 24-24. Similarly, a Construction Contracts Specialist with ISD whose job duties involved the initiation and coordination of all County activities related to County construction contracts could engage in outside employment as a realtor through his privately owned and operated company, provided that he did not perform any real estate work for any County vendor, contractor, or service provider. *See* INQ 21-94.

Here, it appears that your proposed employment as the owner and operator of Odelphia, actively engaging in residential real estate sales and the commercial retail/tenant market, would give rise to a prohibited conflict of interest because your proposed outside employment is substantially similar to your County duties and because there does not appear to be an adequate means of ensuring that you would not engage private clients who also conduct business with the County through PIOD. *See* RQO 12-11; INQ 14-288. Specifically, regarding the similarity of duties, your County employment as a Real Estate Officer will include serving as an initial contact for people interested in purchasing County properties. These responsibilities are substantially similar to your activities as a residential and commercial real estate agent for Odelphia, assisting private clients with the purchase, lease, or sale of property. *See* RQO 17-01; RQO 12-11; INQ 16-89; INQ 14-288. Additionally, in order to ensure that you would not engage in business with the same persons or companies that also engage in business with the County through PIOD, you would need to submit a list of your clients on a quarterly basis to your supervisor for his review. However, Assistant Director Martinez-Esteve advised that PIOD did not have the resources or ability to review on a quarterly basis a list of Odelphia's clients and compare that with a list of all persons or entities doing business with PIOD so as to ensure that your outside employment did not conflict with your public service. *See* RQO 08-31 (requiring quarterly disclosure); RQO 04-173 (requiring quarterly disclosure).

Furthermore, the broad scope of the past formal and informal opinions discussed supports this conclusion. The Ethics Commission, in RQO 12-11, concluded that the long-standing policy of ISD requiring all Real Estate Officers in the Real Estate Development Division to change the status of their Florida real estate license to inactive was supported by the County Ethics Code and the need for the public to know that they are receiving "a full day's work for a full day's pay." *See* RQO 12-11. When, in the past, the Ethics Commission concluded that a Real Estate Officer's

outside employment did not give rise to a prohibited conflict of interest, the outside employment either did not involve the use of an active Florida real estate license, *see* RQO 08-31; INQ 22-82, or involved a residential real estate practice several counties removed from Miami-Dade County and the Real Estate Officer's County work was unrelated to residential real estate, *see* RQO 05-09. Furthermore, recent decisions finding no conflict of interest for outside employment as a real estate agent where the County employee worked a County position related to real estate – such as that of an analyst or contract specialist – are distinguishable from the position and duties of a Real Estate Officer working for PIOD. *See* INQ 24-24; INQ 21-94.

However, Assistant Director Martinez-Esteve indicated that PIOD no longer has a policy requiring Real Estate Officers to change the status of their Florida real estate license to inactive. As such, without this blanket prohibition in place, while the County Ethics Code would prohibit you from continuing to actively engage in real estate work in your outside employment, the County Ethics Code would not prohibit you from maintaining your real estate license as active in order to continue to operate Odelphia for the sole purpose of collecting already secured residual or continuing payments from past real estate work. *See* RQO 08-31. Nevertheless, you must provide your supervisor with a list of former clients from whom you are still receiving payments so that he can ensure that you are screened away from any work as a Real Estate Officer for PIOD involving those former clients. *See id.*

### Opinion

Based on the facts presented here and discussed above, **your proposed outside employment as the owner and operator of Odelphia, LLC, and Odelphia Commercial Real Estate, LLC, engaging in active real estate practice would give rise to a prohibited conflict of interest** because of the similarity between your County work as a Real Estate Officer and your proposed outside employment, as well as the inability to adequately ensure that you can be screened away from any County transaction or other matter involving your private clientele. *See* RQO 12-11; INQ 14-288.

However, in light of the representation from PIOD Assistant Director Martinez-Esteve that PIOD no longer has a policy requiring that all Real Estate Officers change the status of their Florida real estate license to inactive, **the County Ethics Code would not prohibit you from maintaining your license as active and continuing to operate Odelphia, LLC, and Odelphia Commercial Real Estate, LLC for the sole purpose of receiving residual payments from previously secured contracts.** *See* RQO 08-31. Nevertheless, you must provide your supervisor, Assistant Director Martinez-Esteve, with a list of former clients from whom you are still receiving payments so that he can ensure that you are screened away from any work as a Real Estate Officer for PIOD involving those former clients. *See id.* Additionally, you must obtain permission to engage in this outside employment (continuing to operate Odelphia for the sole purpose of receiving residual payments) on an annual basis by filing a Request for Outside Employment with your department director. *See* County AO 7-1. **You must also file an Outside Employment Statement<sup>2</sup> with the County Ethics Commission by noon on July 1st of each year for the prior year's outside**

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<sup>2</sup> You can find the required form online at: <https://documents.miamidade.gov/ethics/outside-employment/outside-employment-statement.pdf>.

**employment** regardless of whether you made a profit or not in your outside employment. *See* County Ethics Code § 2-11.1(k)(2).

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 PIOD or under state law. Questions regarding possible conflicts based on PIOD directives should be directed to the PIOD Director's Office or 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; Alejandro Martinez-Esteve, Assistant Director, Miami-Dade People and Internal Operations Department

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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.*