



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Honorable Anthony Rodriguez
Board Chairman and District 10 Commissioner
Miami-Dade Board of County Commissioners

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

SUBJECT: INQ 2025-50, Family-Owned Entities Transacting Business within Miami-Dade County Secs. 2-11.1(c), (d), (g), (m), (n), and (u), Miami-Dade County Code

DATE: May 30, 2025

CC: All COE Legal Staff; Gerald Sanchez, First Assistant County Attorney, Miami-Dade County Attorney's Office

Thank you for contacting the Miami-Dade County Commission on Ethics and Public Trust and for seeking guidance regarding the application of the County Ethics Code (Section 2-11.1, Miami-Dade Code) to your family business transactions conducted within the County.

Facts:

You represent District 10 on the Miami-Dade County Board of County Commissioners and also serve as the Commission's Chairman.

Your spouse, Licette Rodriguez, is a partner with 50% ownership in Florida Preferred Group, LLP ("FPG"), a for-profit limited liability company that provides commercial janitorial services. While Ms. Rodriguez receives financial benefit from her part-ownership of FPG, she is not involved in the management of that entity. FPG does business in Miami-Dade County, but it is not a County bidder, proposer, or contractor.¹

¹ The Ethics Commission issued a separate opinion finding that the County Ethics Code did not prohibit your spouse's business, FPG, to enter into business transactions with persons or entities that are contracting with the County, or any shareholder, partner, officer, director or employee of said contractor with appropriate limitations on your conduct as a member of the Board of County Commissioners. See INQ 23-159.

You and your wife also jointly own Florida Advanced Properties, Inc. Florida Advanced Properties, Inc. ("FAP"), is a for-profit corporation that offers full-service Community Association Property Management doing business in Miami-Dade County. FAP is not a County bidder, proposer, or contractor.

You have requested guidance, in an abundance of caution, regarding any limitations on FPG and FAP's ability to transact business within the County during your service as a member of the Board of County Commissioners. You also seek guidance regarding your own actions as a business owner seeking to generate future business for FPG or FAP.

Issues:

Whether FPG or FAP may enter into a contract (1) directly with the County, (2) with non-County vendors, (3) with County vendors as a subcontractor, (4) with a County vendor where performance under the contract is unrelated to the County contract, (5) with an entity created by the County, and/or (6) with an entity regulated by the County Commission.

Whether the elected official may participate in business development such as outreach, flyers, communications, networking and other business generating activities on behalf of either company.

Discussion:

Section 2-11.1(j), of the County Ethics Code, prohibits a County Commissioner from accepting outside employment that would impair his or her independence of judgment in the performance of his or her public duties. That section provides as follows:

Conflicting employment prohibited. No person included in the terms defined in subsections (b)(1) through (6) and (b)(13) [including Commissioners] shall accept other employment which would impair his or her independence of judgment in the performance of his or her official duties.²

The Ethics Commission has interpreted that provision to prohibit a person covered under the County Ethics Code from engaging in employment that is going to create a frequently recurring conflict between private employment interests and the performance of public duties such that this would impede the full and faithful execution of his or her public duties.³

² See generally County Administrative Order No. 7-1. As a statement of County policy regarding private employment AO No. 7-1 provides in relevant part, that: "It is essential...that public employees avoid any and all situations that represent, or appear to represent, conflicts between their personal interests and public duties...Under no circumstances shall a County employee accept outside employment or render other than official services to a private interest where County time, equipment or material is used, or where a real or apparent conflict of interest with one's official or public duties is possible."

³ See INQ 22-15.

Elected officials may engage in employment consistent with their public duties and where not otherwise inconsistent with the County Ethics Code. There is no *per se* bar on an elected official working within Miami-Dade County and the County Ethics Code only prohibits covered elected officials, like employees or board members, from engaging in employment that might impair his or her independence of judgment in the performance of public duties.⁴

Moreover, the County Ethics Code does not prohibit a public official from employment with a County contractor or vendor.⁵

The compensation or terms of private employment with a County contractor or vendor are addressed in Section 2-11.1(u) of the County Ethics Code. That section imposes a limited prohibition regarding the terms of the employment with the County contractor or vendor and provides that no person who is serving as an elected County official shall enter into a business transaction with persons or entities that are contracting with the County “unless said business transaction is an arm’s length transaction made in the ordinary course of business.” A business transaction includes a contract where persons render services for value or consideration.⁶

⁴ See INQ 21-143.

⁵ See RQO 21-01; RQO 12-05; INQ 09-195; INQ 08-166.

See also Code of Ethics for Public Officers and Employees (“State Ethics Code”) Section 112.313(3), Florida Statutes, providing that no public officer acting in a private capacity may sell any services to the officer’s own agency (Miami-Dade County Board of County Commissioners) if he or she is serving as an officer or employee of that political subdivision.

In CEO 19-10, the Florida Commission on Ethics noted that “Section 112.313(3) contains two prohibitions, the first of which prohibits a County Commissioner from purchasing, renting, or leasing realty, goods, or services for his own agency from a business entity of which he or his spouse or child is an officer, partner, director, proprietor, or the owner of a ‘material interest.’” The agency for a County Commissioner is the County Commission. See CEO 20-6, n.3. “The second part of Section 112.313(3) prohibits the County Commissioner from acting in a private capacity to rent, lease, or sell any realty, goods, or services to his own political subdivision or to any agency of that political subdivision.” CEO 20-6. The political subdivision would include all offices and agencies of the County. See CEO 20-6, n.3. Ultimately, a County Commissioner employed by a not-for-profit seeking to contract with the County would have a prohibited conflict of interest as “he would be acting in his private capacity (i.e., on behalf of the not-for-profit corporation) to rent, lease, or sell services to his agency” and “the not-for-profit would be a business entity doing business with (by virtue of the grants and contracts formed between the County and the not-for-profit) the Osceola County Commission (his public agency).” CEO 19-10.

⁶ See RQO 12-05 (Mayor may contract for advertising for his law firm with radio stations that currently hold contracts with his city as long as the contracts are negotiated at arms-length and no preferential terms are accepted); INQ 16-136; INQ 14-100.

See also State Ethics Code, Section 112.313(7)(a), Florida Statutes, prohibiting a public officer from having or holding any employment or contractual relationship with any business entity or agency that is doing business with an agency of which he or she is an officer or employee.

Sections 2-11.1(c) and (d) of the County Ethics Code prohibit an elected official from entering into any contract or transacting business with the County in his or her individual capacity, through an immediate family member, or through a firm, corporation, partnership, or business entity, if the official or family member has a controlling financial interest in the entity.⁷ Thus, FPG and FAP are prohibited from directly contracting with the County.

However, the County Ethics Code does not prohibit an entity owned by an elected official or an official's immediate family member from transacting business with a person or entity that is contracting with the County. It is permissible for an entity owned by an elected official or an immediate family member of an elected official to transact business with a County vendor or contractor on (1) matters unrelated to the County; (2) with County vendors as a subcontractor on matters related to the County, except as provided herein; and (3) with entities that have no relationship with the County. This would also include entities created by or partnered with the County that are separate legal entities.⁸

In fact, a family-owned entity may also subcontract with a County vendor *on a County contract*.⁹ Under the County Ethics Code FPG and FAP may serve as a subcontractor on an existing contract,

In CEO 20-6, the Florida Commission on Ethics opined that a hardware store owned by a County Commissioner was prohibited from selling goods to the County while he served as a member of the County Commission unless the transaction qualified for an exemption under Section 112.313(12), Florida Statutes.

⁷ Section 2-11.1(b)(9), Miami-Dade Code (The category of "immediate family member" includes the spouse and domestic partner of a County elected official).

⁸ This would include entities such as The Underline Management Organization Inc. dba The Underline Conservancy. The Underline Conservancy was born of a partnership with Miami-Dade County and was created to manage, maintain, operate and program The Underline. The public/private organization has its own board with representatives from Friends of The Underline and Miami-Dade County. However, the organization is a separate legal entity, independent from the County. *See* INQ 23-124 and INQ 21-134 (Opinions permitted County employees outside employment with entities that have ongoing partnerships with the County).

⁹ *See generally* RQO 18-02 (the Ethics Commission concluded that the County Ethics Code does not prohibit immediate family members from contracting as subcontractors to County vendors because the subcontractor would not be contracting directly with any County division (including the employee's division); rather it would be contracting with the prime subcontractor or other contractors who are all under the supervision of the main contractor); RQO 10-32 (the Ethics Commission recognized that the spouse of a County employee is not prohibited from contracting with firms that are working on County-funded projects); INQ 23-54 (the spouse of an Assistant Director of the Miami-Dade County Water and Sewer Department ("WASD") may not directly contract with WASD through her private company. However, her private company may serve as a subcontractor to a prime contractor contracted with WASD so long as her spouse serving as a WASD Assistant Director and his subordinates did not oversee or manage the subcontractors work, and the spouse serving as a WASD Assistant Director abided by several other specified restrictions).

as long as their contracts are with a prime contractor or subcontractor, and not directly with the County.¹⁰

Nevertheless, issues may arise under the County Ethics Code if FPG or FAP were to act as a subcontractor where the subcontractor's work may be subject to oversight or management by the Board of County Commissioners on which you currently serve.¹¹ Although it may be permissible for an entity owned by the elected official to contract with a County vendor, an elected official should proceed with caution. Here, you have advised that while FPG or FAP may contract with a County vendor, neither will engage in a contract related to the County. However, should you seek to engage in such an arrangement, you must seek specific guidance prior to entering into such an agreement or contract.

Similarly, as you are prohibited from having any involvement with a County contract in your official capacity concerning FPG or FAP, recusal would be required if a matter involving either company were to come before the Board of County Commissioners. Recusal is likely also appropriate should a matter come before the Board of County Commissioners involving County vendors and contractors with whom your family-owned companies are transacting business,

¹⁰ See INQ 21-125 (the parent of a County employee is not prohibited from subcontracting with a firm that may be awarded a project working with the Parks, Recreation and Open Spaces Department (PROS), his daughter's department, because the daughter does not and will not have any direct or indirect involvement in the solicitation/project and the parent's firm would not be directly transacting business with PROS, but would be in privity of contract with the prime contractor in the project); *see also* INQ 17-217.

See also CEO 21-3 (Florida Commission on Ethics found no conflict of interest when a City Council Member's business acts as a subcontractor on a contract between a City contractor and the Sheriff's Office, holding that "a public officer does not 'act in a private capacity' to sell to his political subdivision or an agency thereof when his company subcontracts with another company that in turn is selling services to his political subdivision or agency").

¹¹ See INQ 23-54; INQ 17-217 (the parent of a County employee may contract with the County through his privately-owned engineering company, but he may not contract directly with the Miami-Dade County department that employs his son. His son may not lobby the County for the contract; he may have no involvement in determining the contract requirements; and shall not be involved in the contract in any way); *see also* RQO 17-05 (a Department of Cultural Affairs (DOCA) employee's domestic partner is prohibited from contracting with DOCA where the County employee oversees cultural programs which promote opportunities for artists such as her domestic partner, and where the artists selected enter into contracts with the County); INQ 11-20 (the Ethics Commission permitted a member of a County board charged with hearing appeals of DERM decisions, who has an ownership interest along with his immediate family in a company subcontracting with a prime contractor doing business with DERM, to enter into a contract with the prime contractor, but he was prohibited from entering into contracts directly with his board or DERM).

especially when that entity is directly regulated¹² by the Board of County Commissioners.¹³ Again, you should seek specific guidance if such a matter will come before your board for consideration.

Notwithstanding a public official's ability to conduct his or her private business, Section 2-11.1(g) of the County Ethics Code prohibits a Commissioner from using or attempting to use his or her official position to secure special privileges or exemptions for himself, herself, or others (except as may be specifically permitted by ordinance or resolution). That section provides as follows:

(g) Exploitation of official position prohibited. No person included in the terms defined in subsection (b)(1) through (6) and (b)(13) shall use or attempt to use his or her official position to secure special privileges or exemptions for himself or herself or others except as may be specifically permitted by other ordinances and resolutions previously ordained or adopted or hereafter to be ordained or adopted by the Board of County Commissioners.

Additionally, Section 2-11.1(m)(1) of the County Ethics Code provides, in relevant part, as follows:

Certain appearances and payment prohibited. (1) No person included in the terms defined in subsections (b)(1), (5), (6) and (13) [Commissioners, the Mayor, departmental personnel, employees and contract staff] shall appear before any County Board or agency and make a presentation on behalf of a third person with respect to any license, contract, certificate, ruling, decision, opinion, rate schedule, franchise, or other benefit sought by the third person. Nor shall such person receive compensation, directly or indirectly or in any form, for services rendered to a third person, who has applied for or is seeking some benefit from the County or a County agency, in connection with the particular benefit sought by the third person.

¹² The term regulated is not defined in the County Ethics Code. However, the Florida Commission on Ethics has indicated that a municipal commission did not "regulate" a developer within the meaning of Section 112.313(7)(a), Florida Statutes, "as the active enforcement of land development ordinances through the review of plans, permitting, and inspections had been delegated to the various boards and departments of the city." CEO 88-78. In CEO 23-1, the Florida Commission on Ethics deemed a Commissioner's contractual relationship with an agency – the City Manager's Office – subject to the regulation of her agency – the City Commission – and therefore a prohibited conflicting contractual relationship. Thus, in an instance where your business is contracting with an entity that is directly regulated by the Board of County Commissioners, you are likely prohibited from engaging in such conduct and should request further specific guidance.

¹³ See generally INQ 11-133 (County official might be prohibited from official action involving a firm that employs his son); see also INQ 23-159 (an official may not be involved in any County decisions or actions that might affect a family-owned business. This prohibition might also prohibit official action involving County vendors and contractors with whom the family-owned entity is transacting business).

Consequently, the County Ethics Code prohibits a public official from using or attempting to use his or her official position to secure special privileges or exemptions for his or her employer or business. Also, the official may not engage in his or her official position on any matter involving the employing entity. Thus, a County Commissioner may not appear before any County board on behalf of their employer or client.¹⁴ This prohibition is broad and intended “to prevent cronyism by leveling the playing field for citizens who interact with their government,” and prohibits County Commissioners from engaging in conversations with County officials or staff on behalf of third parties including individuals or entities under contract with FPG and/or FAP.¹⁵

In addition to appearances, the County Ethics Code also prohibits a County Commissioner from receiving compensation, either directly or indirectly, for services rendered to a third party relating to some benefit sought from the County.¹⁶

Section 2-11.1(d) of the Ethics Code, relating to voting conflicts, prohibits elected officials from voting on or participating in any matter presented, if the official would or might, directly or indirectly, profit or be enhanced by the action.

That section provides, in relevant part, as follows:

[No] person included in the term defined in subsection (b)(1) shall vote on or participate in any way in any matter presented to the Board of County Commissioners if said person has any of the following relationships with any of the persons or entities which would be or might be directly or indirectly affected by any action of the Board of County Commissioners: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary; or (ii) stockholder, bondholder, debtor, or creditor, if in any instance the transaction or matter would affect the person defined in subsection (b)(1) in a manner distinct from the manner in which it would affect the public generally. Any person included in the term defined in subsection (b)(1) who has any of the above relationships or who would or might, directly or indirectly, profit or be enhanced by the action of the Board of County Commissioners...

This voting conflict prohibition is stricter than the state law standard codified in section 112.3143 (3)(a), Florida Statutes, which provides that “No county, municipal, or other local public officer shall vote in an official capacity upon any measure which would inure to his or her special private

¹⁴ See RQO 21-01 (a County Commissioner may not appear before any County board on behalf of her outside employer); RQO 12-13 (a County Commissioner may not appear before any County board on behalf of an entity with whom he is doing business).

¹⁵ See RQO 12-10; *see also* INQ 22-158.

¹⁶ See INQ 22-158 (a County Commissioner is prohibited from receiving any compensation from her non-profit employer in connection with the application for grant money from the County); *see also* Section 2-11.1(m)(1), County Ethics Code.

gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained...”¹⁷

Given the enhanced conflict voting prohibition in subsection (d) of the County Ethics Code, circumstances that do not meet the State standard for a voting conflict could still create a voting conflict under the County ordinance where an official would or might, directly or indirectly, profit or be enhanced by a vote. The County standard does not require a definite or measurable private gain or loss and may apply where there is a reasonable possibility or expectation of such an effect.¹⁸

Also, under subsection (d) of the County Ethics Code, an automatic voting conflict arises if the voting member has an enumerated relationship with an entity affected by the vote. “Employee” and “officer” are both enumerated relationships.¹⁹

Consequently, if you, your company, your spouse’s company, or a client would or might be directly or indirectly impacted by a matter under consideration by the Board of County Commissioners, then you would likely have a voting conflict that would require your recusal. Also, if you would or might, directly or indirectly, profit or be enhanced by the action, then you would also have a prohibited voting conflict.²⁰

Beyond voting, you may not participate in any official action directly or indirectly affecting FPG or FAP. You may not use County time, resources, or staff in furtherance of your private employment. Thus, you should refrain from giving County employees any direct or indirect instruction to engage on any matters in which you or your company are involved in. If you must interact with County employees on ministerial transactions, then you should avail yourself of whatever processes are available to the general public and not seek any special accommodation for you or your clients. *See* Sections 2-11.1(g) and (n), Ethics Code.

¹⁷ *See* INQ 22-158; INQ 14-86.

¹⁸ *See* RQO 15-04 (The word might indicates that, at the very least, a reasonable possibility of profit or enhancement, would trigger the prohibition. While the standard applied should require more than a remote or speculative possibility, it should cover a potential benefit that may be realistically expected to occur under known circumstances. The word indirectly would include within its ambit an impact on a person or entity that should logically be extended to cover an elected official as a result of that official’s relationship or association with the person or entity primarily affected. The word enhanced connotes a benefit broader in concept than a measurable financial profit, including an improved professional or social position.); INQ 14-86 (The County voting conflict provision is more restrictive than that contained in State Ethics Code, Section 112.3143, Florida Statutes).

¹⁹ *See generally* RQO 15-04.

²⁰ *See* INQ 19-46 (City Commissioner may vote on matters affecting a municipal vendor that his son’s firm is contracted with, but if the son or his firm was engaged with the vendor on the matter under consideration by the board, then the Commissioner should not participate or vote on the item).

You are also prohibited from representing your company or its clients before any County board or agency regarding any benefit or relief sought by the client. *See* Section 2-11.1(m)(1), Ethics Code.

Opinion:

Based on the facts presented and the reasoning underlying the ethics opinions cited above, the County Ethics Code permits your jointly owned business, FAP, and your spouse's business, FPG, to enter into a business transaction with persons or entities that are not contracting with the County, persons or entities contracting with the County, or with entities legally autonomous from the County but in current partnership with or originally created by the County.

Additionally, you may conduct business development activities including outreach, networking, and other business generating activities in accordance with the prohibitions noted above. However, you are cautioned that you may not use your official County title or resources to develop business or market on behalf of FPG or FAP.²¹

In your official capacity, you are cautioned regarding direct or indirect involvement in any matter involving a County vendor or contractor that has entered into a business transaction with FPG or FAP. You may also be prohibited from participating in or voting on a matter that might directly or indirectly affect the County vendor or contractor.

The applicability of the restrictions outlined above will be dependent on the nature and extent of the relationship between each business and the County vendor or contractor. Certainly, if there is a significant business relationship between FPG or FAP and the County contractor, or if the relationship involves the sale of products or services to the County, e.g., where the FPG or FAP is a subcontractor on a County contract, then the restrictions would apply. Conversely, a lesser business relationship with a County vendor or contractor, or a relationship in matters not involving the County, might not trigger the prohibitions.

Because the applicability of these restrictions will be governed by the specifics of FPG or FAP's relationship with a County vendor or contractor, then you are encouraged to seek further guidance

²¹ *See* INQ 21-10 (a County Commissioner who served as the volunteer director of a non-profit organization was prohibited from using his public position to favor the organization and needed to take particular care when soliciting grant funding for the organization); INQ 18-156 (a candidate for the City of Opa-Lock City Commission was advised that, if elected as a City Commissioner, he should keep his employment separate from his City service, including refraining from utilizing his official Commissioner title on his business cards or using his official title while performing his duties for his private employer); INQ 16-277 (a member of a Community Council may not use his title while conducting his private business as the owner and operator of a private electrical company); *see also* RQO 99-42 (a County employee working for the Miami-Dade Office of Emergency Management may have his own website devoted to Y2K preparedness issues and may sell videos as a result so long as he does not use his County title or County resources in marketing his outside venture. Also, the employee must refrain from conducting any activities related to the outside venture during governmental work hours and is prohibited from exploiting his official position in his off-duty activities).

if you are called upon or considering official action regarding a County contractor or vendor with whom FPG or FAP is transacting business.

This opinion is based on the facts presented and is limited to an interpretation of the County Ethics Code only. If these facts change, or if there are any further questions, please contact the above-named attorney.

Other conflicts may apply based on County directives or under state law. Questions regarding possible conflicts based on County directives should be directed to the County Attorney'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/>.

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.