



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Eduardo Leal, Senior Professional Engineer
Miami-Dade Seaport Department

FROM: Nardia Haye, Staff Attorney
Miami-Dade Commission on Ethics and Public Trust

SUBJECT: INQ 2025-56, Section 2-11.1(j), Conflicting Employment Prohibited; Section 2-11.1(c), Limitations on Contracting with the County

DATE: June 17, 2025

CC: All COE Legal Staff

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding possible conflicts of interest concerning Y & D Power Solutions Corp.'s ("Y & D") participation in Miami-Dade County's Small Business Enterprise ("SBE") Certification Programs and its anticipated business with the County.

Facts

You are a Senior Professional Engineer for the Miami-Dade Seaport Department ("PortMiami"). Your job responsibilities primarily include managing various projects at PortMiami, such as constructing and renovating buildings and parking facilities, particularly with an electrical component. You also handle emergency repairs and electrical design.

You are also the Vice President of Y & D, which is an electrical contractor business that handles renovations and repairs for small residential and commercial properties. You conduct quality control analysis as Y & D's license holder.¹ In that role, you ensure that completed electrical installations were conducted in compliance with applicable codes. You advised that the President and owner of Y & D, Denis Rodriguez, would like to apply to participate in the County's SBE Certification Programs, specifically, the SBE – Goods and Services Program. You further advised that Y & D would like to contract with the County in the future. However, you assured that Y & D will not be contracting with

¹ A records check with the Florida Department of Business and Professional Regulation confirms that you have been a licensed electrical contractor since 2024, and you are the primary qualifying agent for Y & D.

your department, PortMiami, either as a subcontractor or as a direct contractor.

Miami-Dade County's SBE Certification Programs were created for any business entity providing construction, architectural, engineering, goods, services, and aeronautical support services. The SBE Certification Programs are race and gender neutral. The County's SBE – Goods and Services Program is designed to provide contracting opportunities for independent firms that meet the following criteria: (1) must have a Miami-Dade County Local Business Tax Receipt issued for at least one year; (2) must have an actual location and perform a commercially useful function in Miami-Dade County; (3) the personal net worth for each owner cannot exceed \$3.5 million; (4) the last three years' average gross receipts must not exceed \$8 million; (5) the business license holder and qualifier (if applicable) must own at least 10 percent of the applicant's issued stocks or otherwise have at least a 10 percent ownership interest; and, (6) the business owner alone, or as a member of a group, shall own or control only one certified SBE at a time.²

Issue

Whether there is any prohibited conflict of interest that would prevent Y & D from participating in the County's SBE Certification Programs and contracting with the County.

Analysis

Your inquiry involves several sections of the Miami-Dade County Code of Ethics and Conflict of Interest Ordinance ("County Ethics Code"), which are analyzed below:

A. Outside Employment

The work you perform for Y & D constitutes outside employment. *See* RQO 17-03 (citing RQO 16-01). 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." *Id.* The 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 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." Conflicting employment can occur when a County employee encounters the same or similar persons or entities in both their County and outside employment. County employees may not use County time or resources in the performance of their outside employment. *See* INQ 21-27; INQ 20-21.

Based on the information provided to us at this time, it seems unlikely that the type of outside employment you are engaged in through Y & D would impair your independence of judgment in the performance of your County duties as a Senior Professional Engineer with PortMiami because your duties do not allow you to oversee or administer the County's SBE Certification

² *See Goods & Services, SMALL BUSINESS ENTERPRISE CERTIFICATION PROGRAMS*, <https://www.miamidade.gov/global/business/smallbusiness/certification-programs.page> (last visited June 12, 2025).

Programs; rather, your responsibilities at PortMiami focus on project management, emergency repairs, and electrical design. Additionally, your outside employment will take place outside of your regular County work hours, you will not be dealing with the same or similar people or entities in Y & D as your County position, and you will not use the same or similar resources for Y & D as you do in your County work. *See* RQO 17-03; INQ 23-25.

However, County 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* AO 7-1; RQO 16-02; RQO 00-10; INQ 13-28. **Accordingly, this memorandum does not grant permission to engage in outside employment. You must obtain permission to engage in outside employment yearly from your department director.**³

Furthermore, given that you are a full-time County employee, you must also file an outside employment financial disclosure form – Outside Employment Statement – with the County Ethics Commission by noon on July 1st of each year for the prior year's outside employment regardless of whether your outside employment makes a profit.⁴ *See* County Ethics Code § 2-11.1(k)(2).

B. Contracting with the County

Sections 2-11.1(c)(1) and (d) of the County Ethics Code prohibit County employees from contracting or transacting business with the County, individually or through a business in which they have a controlling financial interest. "Transacting business" with the County is defined as the purchase or sale of goods or services for consideration. *See* County Ethics Code § 2-11.1(b)(10).

However, a limited exception applies if (1) entering into the contract would not interfere with the full and faithful discharge of the employee's County duties, (2) the employee has not participated in determining the subject contract requirements or awarding the contract, and (3) the employee's job responsibilities and job description will not require them to be involved with the contract in any way, including, but not limited to, its enforcement, oversight, administration, amendment, extension, termination or forbearance. *See* County Ethics Code § 2-11.1(c)(2). Nevertheless, a County employee and their immediate family members may not contract with the County department for which the County employee works. *See id.*

Regarding Y & D's participation in the County's SBE Certification Programs, once you obtain permission to engage in outside employment with Y & D, then it **may participate in the County's SBE Certification Programs**. However, it may do so only so long as PortMiami is not involved in any way in processing, administering, overseeing, or enforcing the SBE

³ INFORMS reflects that you have already requested permission to engage in your outside employment for Y & D for calendar year 2025, and the request is pending approval with your supervisor.

⁴ You can find the required form online at: <https://documents.miamidade.gov/ethics/outside-employment/outside-employment-statement.pdf>.

Certification Programs. *See* INQ 22-157 (a PortMiami employee's private company may participate in the County's SBE Certification Programs so long as PortMiami does not enforce, oversee, or administer the SBE Certification Programs); INQ 23-05 (a Miami-Dade Water and Sewer Department employee could participate in the County's SBE Certification Programs so long as neither the employee nor his employing department are involved in the SBE Certification Programs in any way). This includes the condition that you may not participate in determining or awarding the SBE Certification. Additionally, none of your job responsibilities or job descriptions may require you to be involved in the SBE Certification Programs in any way, including enforcement, oversight, administration, amendment, extension, termination, or forbearance. *See* County Ethics Code §§ 2-11.1(c), (n).

Regarding contracting with the County generally, Y & D may not contract with PortMiami for the reasons discussed above. *See* County Ethics Code § 2-11.1(c)(1), (2); RQO 11-29. However, Y & D may contract with other County departments that do not employ you, provided that your County duties do not have any relation to the enforcement, administration, oversight, amendment, extension, or termination of any contract Y & D may secure with the County.⁵ *See* INQ 17-249; INQ 16-199. Importantly, "prior to submittal of a bid, response, or application of any type to contract with the County," you must seek a conflict of interest opinion from the Ethics Commission regarding that particular County contract. County Ethics Code § 2-11.1(c)(4); *see e.g.*, INQ 23-18; INQ 22-107; INQ 22-43; INQ 21-154 (string of opinions addressing whether a company that employed two County advisory personnel had conflicts of interest from separate bids in response to different County solicitations). Finally, you are free to contract with Miami-Dade County municipalities because they do not employ you, so long as your County duties bear no relation to any contract you may secure with those municipalities. *See* County Ethics Code § 2-11.1(b)(6), (c)(1), (c)(2).

C. Lobbying

You may not lobby the County. In this case, it means that you may not contact anyone within the County in an attempt to influence a decision about Y & D's application to participate in the County's SBE Certification Programs, or any County contract Y & D may seek. *See* County Ethics Code § 2-11.1(m)(1).

D. Exploitation of Official Position

The County Ethics Code prohibits County employees from exploiting their official position. *See* County Ethics Code § 2-11.1(g). This means that you may not use your County position to secure any special privilege or exemption with respect to Y & D's application to, and ultimate participation in, the County's SBE Certification Programs, or to any other County

⁵ Additionally, you should be aware that Florida law provides that:

Nor shall a public officer or employee, acting in a private capacity, rent, lease, or sell any realty, goods, or services to the officer's or employee's own agency, if he or she is a state officer or employee, or to any political subdivision or any agency thereof, if he or she is serving as an officer or employee of that political subdivision.

contracts to which Y & D is applying.

Opinion

Based on the facts presented here and discussed above, Y & D's participation in Miami-Dade County's SBE Certification Programs does not appear to give rise to any prohibited conflict of interest, subject to the limitations discussed above. Additionally, Y & D's potential future business with the County will require further evaluation from the Ethics Commission once a specific County solicitation or contract is contemplated.

This opinion is limited to the facts as you presented them to the Miami-Dade County Commission on Ethics and Public Trust, 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, P.O. Drawer 15709, Tallahassee, FL 32317, phone number (850) 488-7864, <http://www.ethics.state.fl.us/>.

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.

Please submit this memorandum to the Small Business Development Division of the Mayor's Office. The Ethics Commission does not submit it on your behalf.

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.