



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Francela Reyes, 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 2025-58, Voting Conflict of Interest § 2-11.1(v); Appearances of Impropriety

DATE: June 18, 2025

CC: All COE Legal Staff; Valin, Pablo (SPD); Uppal, Namita (SPD); Majekodunmi, Yinka (OCA); Johnson, Jannesha (OCA); Celis, Perla (Seaport); Walford, Kevin (TPO)

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 June 3, 2025, which was prepared in connection with the Appointment of Selection Committee for the Miami-Dade County Department of Transportation and Public Works Request to Advertise for General Engineering Consultant for a Wide Range of Engineering, Surveying m Architectural, Landscaping, Technical, Management, and Administrative Services – Project No. E23TP05. 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 selection committee members made disclosures on their Neutrality/Disclosure Form that merited submission to the Commission on Ethics for an opinion. Specifically, the memorandum stated the following:

- 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. Mrs. Celis also indicated her spouse's past employment with NOVA Consulting, Inc. from 2009-2012. Additionally, Mrs. Celis mentioned her business relationships with Atkinsrealis Inc., AECOM Technical Services, Inc., Gurri Matute PA, and WSP USA, Inc. The firms mentioned above are respondents to this solicitation.

- Kevin Walford, Transportation Planning Organization, stated in his Neutrality Affidavit as of March 17, 2025, that his son is an EXP US Services, Inc. employee. EXP US Services, Inc. is a respondent to this solicitation.

We conferred with Ms. Celis. She is an Architect 3 for Capital Development in the Miami-Dade County Seaport Department (Seaport). She has been employed with Seaport since 2013. Ms. Celis advised that she previously worked part-time for NOVA Consulting Inc., a respondent to this solicitation, as a CAD Designer in 2009. She worked there for about four (4) months. Additionally, her husband, Juan Ramirez, worked part-time at NOVA Consulting Inc. as a CAD Designer from 2009 until 2012. Ms. Celis indicated that both separations were amicable. Ms. Celis also advised that neither she nor an immediate family member has a current ownership or other financial interest in NOVA Consulting Inc. or any other respondent to this solicitation. She also advised that she nor an immediate family member has any business, close social, or other relationship with any current employee at the company. Ms. Celis believes she can be fair and impartial when evaluating the various respondents to this project.

We conferred with Mr. Walford. He is a Transportation Planner III for the Miami-Dade Transportation Planning Organization (TPO). He has been employed with TPO for over eight (8) years. Mr. Walford advised that his son, Daniel Walford, started working for EXP US Services, Inc. (EXP), a respondent to this solicitation, in March of 2025. Mr. Walford also advised that he currently works with an EXP consultant, Jesus Fuentes, in his position with TPO. He noted that his son reports to Mr. Fuentes. Mr. Walford further explained that EXP is not part of any project administration and that he is currently the Project Manager; however, Jesus Fuentes of EXP, as his consultant is part of the TPO's review processes and coordination of ongoing studies. Additionally, Mr. Walford indicated that any respondents had not previously employed him for this solicitation. He has no financial interest in any of the respondents to this solicitation. However, Mr. Walford has raised concerns about an appearance of impropriety due to his existing business relationship with Mr. Fuentes of EXP, and he believes it is in the best interests of all parties that he be recused from serving on this Selection Committee.

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 an appearance of impropriety has been 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 either member would have a voting conflict of interest under Section (v) of the County Ethics Code because neither will be directly affected by the vote, nor does either 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 (2) years following termination of the employment relations. This section would not apply to Ms. Celis since she stopped working for NOVA Consulting Inc. sixteen (16) years ago. *See* INQ 17-174, INQ 17-183, and INQ 18-229.

Section 2-11.1(n) of the Ethics Code prohibits County employees and County officials from participating in any official action directly or indirectly affecting a business in which he or any member of his immediate family has a financial interest. "Immediate family" is defined in Section 2-11.1(b)(9) of the Ethics Code, as spouse, domestic partner, parents, stepparents, children, and stepchildren of the person. The Ethics Commission has opined that Section 2-11.1(n) of the Ethics Code, would prohibit an individual from serving on a selection committee if their immediate family member has a financial interest in one of the responding firms to the solicitation. *See* RQO 11-11, INQ 11-133, and INQ 22-60. For example, in RQO 11-11, the COE held that an individual could not serve on a selection committee because their spouse's employer was bidding on the project. *See also* INQ 11-133 (the COE recommended that a County official may not participate in any official action directly or indirectly affecting a business that employs his son, because his son arguably had a financial interest in the firm as an employee of the firm). Thus, Mr. Walford would be prohibited from serving on the selection committee given that his son is an employee of the EXP, a respondent of this solicitation.

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 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.

As noted above, Ms. Celis disclosed that her spouse, Juan Ramirez, was previously employed by NOVA Consulting Inc. As her spouse's employment at NOVA Consulting Inc. ended thirteen (13) years ago, on an amicable basis, and he does not have any business, or close social relationship with current employees at the entity, it is our opinion that her spouse's prior employment at NOVA Consulting Inc. would not create an appearance of impropriety or in any way detract from the County's conducting a fair and objective evaluation for this project. *See* INQ 20-73, INQ 18-202, and INQ 17- 69.

As to Mr. Walford, the COE has previously advised a County employee with authority to approve a subcontractor in a project that he should delegate his authority to another manager because: (1) his son was an employee of the subcontractor firm and such act could be perceived as an exploitation under the County Ethics Code; and (2) although his son had no involvement with the

project and had no financial interest to gain by his father's approval of his employer-subcontractor firm, delegating his authority to another manager was appropriate because integrity and fairness are paramount in procurement matters, 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 higher standard of ethics..." See INQ 17-131 (citing to INQ 14-232, INQ 12-180, INQ 12-63) and INQ 22-60.

Additionally, Mr. Walford expressed concern regarding of an appearance of impropriety due to his existing business relationship with Mr. Fuentes of EXP and he believes it is in the best interests of all parties that he be recused from serving on this Selection Committee. Therefore, it is recommended that Mr. Walford be excused from service as a selection committee member. See INQ 22-87 (Selection committee member had no voting conflict but expressed apprehension and concern regarding his impartiality concerning a respondent to the solicitation and the Ethics Commission recommended that the member be excused from service); see also INQ 24-93, INQ 24-42, and INQ 19-03.

Opinion:

Consequently, we see no reason why Ms. Celis should not serve on this committee. She does not have a conflict of interest under the County Ethics Code, or grounds to assert an appearance of impropriety created by her service on this committee.

However, it is recommended that Mr. Walford be excused from his service as a selection committee member due to his son's employment with a respondent to the solicitation and his concern regarding the appearance impropriety.

This opinion is limited to the facts as you presented them to the Commission on Ethics, 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.