

## Sanchez, Rodzandra (COE)

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**From:** Diaz-Greco, Gilma M. (COE)  
**Sent:** Tuesday, April 02, 2019 9:38 AM  
**To:** Sanchez, Rodzandra (COE)  
**Subject:** FW: INQ 19-35  
**Attachments:** INQ Lazarre.docx

INQ 19-35 Lazarre

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**From:** Perez, Martha D. (COE)  
**Sent:** Monday, April 1, 2019 3:36 PM  
**To:** Gerri Lazarre <glazarre@trimergecpa.com>  
**Cc:** Arrojo, Jose (COE) <Jose.Arrojo@miamidade.gov>; Murawski, Michael P. (COE) <Michael.Murawski@miamidade.gov>; Diaz-Greco, Gilma M. (COE) <Gilma.Diaz-Greco@miamidade.gov>; Turay, Radia (COE) <Radia.Turay@miamidade.gov>  
**Subject:** INQ 19-35

Dear Ms. Lazarre,

It was a pleasure speaking with you this morning. Thank you for engaging with the Miami-Dade Commission on Ethics and Public Trust. Attached you will please find INQ 19-35, a responsive ethics opinion to your question regarding a potential conflict.

Please do not hesitate to contact me should you have any questions.

Sincerely,

**Martha D. Perez**  
Staff Attorney  
MIAMI-DADE COUNTY COMMISSION ON ETHICS & PUBLIC TRUST  
19 West Flagler St. Suite 820  
Miami, FL 33130  
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## MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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### MEMORANDUM

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**TO:** Gerri Lazarre  
Vice-Chair, JHS/PHT General Obligation Bond Citizen's Advisory Committee

**FROM:** Martha D. Perez, Staff Attorney

**SUBJECT:** INQ 19- 35, Conflict of Interest, Voting Conflict (Section 2-11.1(v), County Ethics Code)

**DATE:** April 1, 2019

**CC:** All COE Legal Staff

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Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding any conflict of interest issues which may arise from a prospective business transaction with a JHS GOB Project subcontractor.

Facts: You are the Vice-Chair of the JHS/PHT General Obligation Bond Citizen's Advisory Committee (the Committee). The advisory committee is established to advise the Board of County Commissioners, the Public Health Trust, and the Mayor regarding Jackson Health System's General Obligation Bond Program, including the Miracle Building Bond Program projects.

The Committee's duties and responsibilities include the review of performance and program achievements related to the Bond Program; review of status and overview of current and future projects; review and approval of quarterly reports; review and approval or construction projects funded under the Miracle Building Bond Program.; and, participation in outreach efforts relating to JHS capital projects funded in whole or in part with Bond Program funds. The Committee is not involved with the selection of contractors or subcontractors for Bond-funded capital projects.

You are also principal and owner of TriMerge Consulting Group, P.A., a Florida company which provides accounting and tax services.

During an initial meeting with a prospective client, you discovered that he is a subcontractor in a JHS/PHT GOB-funded project. You inquire whether this prospective business relationship raises any ethical issues.

Discussion:

This situation does not implicate the restrictions of board members with a financial interest in Bond-funded capital projects found at Section 2-2183 of the JHS GOB-CAC enabling Ordinance because you do not have a financial interest in a capital project funded by the Bond Program. Consequently, your inquiry will be reviewed under the County Ethics Code.

Section 2-11.1(v) of the County Ethics Code prohibits a board member from participating and voting on a matter if the member will be directly affected by the board action and if the member has a prohibited relationship with a person or entity appearing before his or her board.<sup>1</sup> As a GOB-CAC member, you participate and vote on recommendations of JHS Bond-funded projects.

In INQ 15-283, we considered whether a prohibited conflict of interest existed in connection with a JHS GOB-CAC member whose law firm represented a subcontractor on a bond project. The board member in that instance was not involved in any of the legal work connected to the representation. Likewise, the Committee played no role in the selection of contractors or subcontractors on bond projects and was limited to providing recommendations in connections with selected projects. We concluded that the board member would have no voting conflicts under Section 2-11.1(v) of the Code based on his lack of any financial interest in any third party appearing before the board.

While it appears that your business relationship with the subcontractor may include a “prohibited relationship” under Subsection (v) [i.e. consultant], it does not create a conflict that would prohibit you from exercising your board duties. Your committee is not involved with the approval of subcontractors, like your prospective client, for any projects. Furthermore, your committee does not oversee or administer any contract or subcontract involving the subcontractor/prospective client; and, although contractors or subcontractors may appear before your board, they may do so only to report on the status of pending bond protégé projects and not in an RFP/RFQ (solicitation) setting. Therefore, any involvement with this subcontractor is too remote or attenuated to implicate any voting conflict.

The County Ethics Code at Section 2-11.1(n) prohibits an advisory board member from participating in any official action directly or indirectly affecting a business where the board member has a direct or indirect financial interest. The selection of a subcontractor in a project funded or to be funded with GOB funds is not subject to your board’s approval. In addition, your board does not oversee or administer the contract or subcontract in question, therefore, there is no official action implicating the restrictions under Subsection (n) of the Ethics Code.

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<sup>1</sup> Prohibited relationships include: officer, director, partner, of counsel, *consultant*, employee, fiduciary, beneficiary, stockholder, bondholder, debtor or creditor.

There are several other sections of the County Ethics Code which every County board member should be aware of:

- Section 2-11.1(m)(2) prohibits a board member from appearing before his or her own board on behalf of a third party or meeting with any County personnel to affect a decision on behalf of a third party;
- Section 2-11.1(h) prohibits a board member from disclosing confidential information acquired by reason of his or her County position; Section
- 2-11.1(j) restricts a board member's board service if his or her private employment would impair his or her independence of judgment in the performance of his or her public duties; and,
- Section 2-11.1(g) prohibits a County board member from using his or her official position to secure a special privilege or exemption for himself/herself or others.

Opinion:

Under the circumstances described herein, you would not be prohibited from providing tax/accounting services to the subcontractor currently working on a JHS GOB- funded project. Should you encounter a situation in the future where you feel your board service may be affected because of your private employment, do not hesitate to contact us for further analysis.

This opinion is limited to the facts as you presented them 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. Questions regarding state ethics laws should be addressed to the Florida Commission on Ethics.

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 Ethics Commission 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.