



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Martha Garofolo
Procurement Contracting Officer
Miami-Dade County Internal Services Department

Sara Ribero-Corona
Commission Member
Miami-Dade Living Wage Commission

Daniel Ribero
Advisory Board Member
Miami-Dade Small Business Enterprise Advisory Board - Goods and Services

FROM: Nolen Andrew Bunker, Staff Attorney
Commission on Ethics

SUBJECT: INQ 2022-43, Section 2-11.1(c), Limitations on Contracting with the County.

DATE: March 18, 2022

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 arising from Corcel Corp.'s bid in response to Solicitation RTQ-01988 and the service of two of its corporate officers on County advisory boards or commissions.

Facts

Corcel Corp. has submitted a bid in response to Solicitation RTQ-01988 from the Miami-Dade Internal Services Department ("ISD"). Solicitation RTQ-01988 is a Request to Qualify ("RTQ") to establish a prequalified pool of vendors from which the County will then solicit drainage materials – such as closed joint pipes, open joint pipes, catch basins, frames, grates, top slabs, swale inlets, and accessories – for use by multiple County departments. Vendors in the approved pool will subsequently be invited to participate in future spot market competition in the form of an Invitation to Quote ("ITQ") or a Work Order Proposal Request ("WOPR").

Corcel Corp. is a Florida for-profit corporation that does wholesale distribution of water and sewer goods. Mr. Ray L. Corona is the President of Corcel. Ms. Sara Ribero-Corona is a Branch Manager for Corcel and Mr. Corona's sister, and Mr. Daniel Ribero is a Comptroller for Corcel and Ms. Ribero-Corona's son. As Branch Manager, Ms. Ribero-Corona manages Corcel's Broward branch; she also makes estimations for bids and is responsible for human resources. As Comptroller, Mr. Ribero keeps the books, pays the company's bills, and receives payments. Mr. Corona owns a controlling share of Corcel, and Ms. Ribero-Corona and Mr. Ribero do not own any portion of Corcel.

Ms. Ribero-Corona is a member of the Miami-Dade County Living Wage Commission. The Miami-Dade Living Wage Commission is a County commission created to review the effectiveness of the Living Wage Ordinance, as well as for the review of certifications submitted by covered employers and complaints filed by employees. *See* Code of Miami-Dade County § 2-8.9. Ms. Ribero-Corona stated that the Living Wage Commission would not have occasion to review contracts concerning goods, like the ITQs and WOPRs stemming from Solicitation RTQ-01988 at issue here.

Mr. Daniel Ribero is a member of the Miami-Dade Small Business Enterprise Advisory Board – Goods and Services (“SBE-G&S Advisory Board”). The Miami-Dade SBE-G&S Advisory Board is a County advisory board that supports and promotes SBE Goods and Services programs. Mr. Ribero stated that the advisory board would not have occasion to review any County contracts.

Issue

Whether there is any prohibited conflict of interest related to Corcel's bid in response to Solicitation RTQ-01988 from ISD arising from the participation of two of Corcel's corporate officers in two County advisory boards or commissions.

Analysis

The Miami-Dade County Conflict of Interest and Code of Ethics (“County Ethics Code”) Section 2-11.1(c)(1) provides that advisory personnel, including members of County advisory boards, shall not enter into any contract or otherwise transact any business with the County, “except as provided in subsections (c)(2) through (c)(6).” County Ethics Code Section 2-11.1(c)(3) prohibits a County board member from entering a contract with the County only if the board on which he or she serves would oversee that contract.

Additionally, the subsection of the Miami-Dade County Code that created the Small Business Advisory Board provides that, “[s]ections 2-11.1(c) and (d) of the Conflict of Interest and Code of Ethics Ordinance of Miami-Dade County are waived for Advisory Board members for transactions arising from the exercise of those powers given the Advisory Board by this section.” Miami-Dade County Code § 2-8.1.1.1(3)(g)⁹; *see also* Miami-Dade County Code § 2-8.1.1.2(3)(g); INQ 17-85.

Based on the information provided to us at this time, it appears to be unlikely that a prohibited conflict of interest arises out of the service of Ms. Ribero-Corona as a member of the County

Living Wage Commission or Mr. Ribero as a member of the SBE-G&S Advisory Board. First, as to Ms. Ribero-Corona, there is no indication that the County Living Wage Commission would ever have occasion to consider RTQ-01988, or any subsequent ITQs and WOPRs which the vendor pool generated by this RTQ will be invited to participate in, because the vendor pool is being generated for requests for drainage materials, i.e., goods, and not the provision of a service that might precipitate a wage issue. Second, as to Mr. Ribero, there is also no indication that the SBE-G&S Advisory Board would ever have occasion to consider RTQ-01988 or any subsequent ITQ or WOPR in which the vendor pool will be invited to participate because the SBE-G&S Advisory Board does not advise on individual contracts. Furthermore, the enacting ordinance of the SBE-G&S Advisory Board explicitly waived subsections (c) and (d) of the County Ethics Code, which would otherwise constrain the members of that Advisory Board from contracting with the County. *See* INQ 21-154 (no conflict of interest arose from Corcel's bid in response to an ITQ from the Miami-Dade Aviation Department); *see also* INQ 22-30 (a company whose President and Chief Executive Officer is a member of SBE-G&S Advisory Board may contract with the County); INQ 20-124 (an interior design company whose owner is a member of SBE-G&S Advisory Board may contract with the County).

Opinion

Based on the facts presented here and discussed above, no conflict of interest arises in Corcel contracting with the County pursuant to Solicitation RTQ-01988, nor any subsequent spot market quotes (ITQs or WOPRs) for the provision of drainage materials to the vendor pool generated by this RTQ, based on the service of Corcel's corporate officers on the County Living Wage Commission or the SBE-G&S Advisory Board. This is because those boards would have no occasion to review or consider Solicitation RTQ-01988 or any subsequent ITQ or WOPR generated from it.

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 ISD, the Living Wage Commission, or the SBE-G&S Advisory Board or under state law. Questions regarding possible conflicts based on ISD, Living Wage Commission, or SBE-G&S Advisory Board directives should be directed to the respective named entities or to 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/>.

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 Commission on Ethics 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.