



STATE OF CONNECTICUT OFFICE OF STATE ETHICS

Draft Advisory Opinion No. 2026-2

May 19, 2026

Question Presented:

A Connecticut Department of Transportation (CTDOT) employee asks a series of questions involving his outside employment as Managing Partner and a one-third co-owner of Clover Mill Media LLC—“a premium annotated audiobook and print-on-demand publisher”—specifically, questions concerning general permissibility, disclosure, and interactions with state and non-state entities and individuals.

Brief Answer:

If he abides by the advice set forth below, the CTDOT employee may engage in the outside-employment activities at issue.

At its May 21, 2026 meeting, the Citizen’s Ethics Advisory Board (Board) granted the petition for an advisory opinion submitted by Christopher L.D. McCluster, a CTDOT Transportation Engineer III (Asset Liaison), Project Control Unit, and it now issues this advisory opinion under General Statutes § 1-81 (a) (3) of the Code of Ethics for Public Officials (Code).

Background

Mr. McCluster provides the following facts:

I. PURPOSE OF THIS ATTACHMENT

This attachment is submitted to provide the Citizens Ethics Advisory Board with a complete and organized factual record in support of my petition for a formal advisory opinion. I am requesting a written opinion pursuant to CGS § 1-92(c) addressing whether my involvement in an outside business as a state employee is permissible under the Code of Ethics for Public

Officials, and whether specific planned business activities create a conflict of interest under CGS § 1-84.

I initiated this process proactively, before undertaking any activity that could raise a conflict of interest question, and before any Connecticut state institution or state-funded program was contacted on behalf of the business. I have structured my business and its planned activities with partner-routing alternatives ready for any activity this Board determines requires them.

II. MY STATE EMPLOYMENT

I am employed by the Connecticut Department of Transportation (CTDOT) as a Transportation Engineer III (Asset Liaison) in the Project Control Unit. I have held this position since 01/23/2026. My responsibilities consist of the coordination of strategic transit asset management to ensure regulatory compliance, fiscal responsibility, and the continued safety of state infrastructure.

I do not hold procurement authority, contracting authority, regulatory authority, or any oversight responsibility that connects in any way to the publishing, media, library, or educational sectors. My CTDOT role has no operational, financial, or regulatory relationship to any of the institutions, programs, or activities described in this petition.

I conduct no business activity related to the outside business described below during CTDOT work hours, and I use no CTDOT resources, relationships, or the authority of my CTDOT position in connection with it.

III. THE OUTSIDE BUSINESS — CLOVER MILL MEDIA LLC

A. Structure and Ownership

I am the Managing Partner and a one-third co-owner of Clover Mill Media LLC, a limited liability company organized in Connecticut and headquartered in West Hartford. The LLC is a subsidiary of a holding company owned equally by myself and

two co-founders. Both co-founders are private citizens with no state employment. The LLC operates under the publishing imprint Rogues & Detectives.

B. Nature of the Business

Clover Mill Media LLC is a premium annotated audiobook and print-on-demand publisher. The business acquires American historical primary source texts that are in the public domain — carrying no licensing cost — and produces professionally narrated, expert-annotated audiobook editions. These are distributed through commercial retail platforms (Apple Books and Audible) and through the hoopla digital lending platform, which serves subscribing public library systems. On hoopla, our titles are available at no cost to any patron at a subscribing library institution.

The business carries an explicit public mission: to make scholarly annotation and historical context accessible to general library patrons who may not have access to a university classroom. We are pursuing Minority Business Enterprise certifications at the state and federal levels.

C. My Role

As Managing Partner, I am responsible for overall business strategy, financial modeling and reporting, contractor management, production oversight, and grant application development. I hold an MBA in Finance from the University of Connecticut (December 2025) and serve as the business's de facto Chief Financial Officer. I do not conduct external sales or represent the business in any external-facing capacity that involves Connecticut state agencies, state institutions, or state-funded programs.

D. Current Status

The LLC was formed in early 2026. A business bank account has been opened. We are in pre-production on our first title. The business has no revenue, no published titles, and no existing business relationships with any state agency, state institution, or state-funded program.

All activities described in Section IV below are planned or in early stages. No activity involving any Connecticut state institution or state-funded program has yet occurred.

Additional facts—specifically, those “described in Section IV” of Mr. McCluster’s petition—will be set forth below.

Analysis

In his petition, Mr. McCluster sets forth six “Activit[ies],” each having its own “Facts” section and related question(s), which we will address in turn.

I

Under “Activity 1,” titled “Managing Partner Operations and Internal Financial Management,” Mr. McCluster provides the following facts and questions:

Facts: As Managing Partner, I perform the following internal business functions: producing financial models and projections; maintaining accounting records; preparing reports for my co-founders; and developing the financial components of grant applications submitted to outside programs. I do not conduct external sales, make procurement decisions on behalf of any state institution, or represent the business in any external-facing capacity involving Connecticut state agencies, state institutions, or state-funded programs.

Question: Is serving as the active Managing Partner and internal financial manager of Clover Mill Media LLC permissible for a CTDOT employee under CGS § 1-84 and related provisions? Are there financial interest disclosure obligations applicable to my ownership interest that I should fulfill with CTDOT or the OSE?

Starting with whether Mr. McCluster may “serv[e] as the active Managing Partner and internal financial manager of Clover Mill Media LLC” (Clover Mill), such activity is considered “employment” under the Code, a term defined via regulation as “any work or endeavor, whatever its form, undertaken in order to obtain financial gain . . .” Regs. Conn. State Agencies § 1-81-14. As such, it is subject to the Code’s outside-employment provisions, the main ones being subsections (b) and (c) of General Statutes § 1-84. The former bars Mr. McCluster from “accept[ing] other employment which will . . . impair his

independence of judgment as to his official duties”; the latter, from “us[ing] his public . . . position or any confidential information received through [such] . . . position to obtain financial gain for himself,” certain family members, or a “business with which he is associated”—which includes Clover Mill, as he is one of its partners. General Statutes § 1-79 (2).

There are various ways a state employee (or public official) can run afoul of these outside-employment provisions, the general way, according to the regulations, being this: “when the . . . state employee accepts outside employment with an individual or entity which can benefit from the state servant’s official actions (e.g., the individual in his . . . state capacity has specific regulatory, contractual, or supervisory authority over the private person).” Regs., Conn. State Agencies § 1-81-17. Other ways, as set forth in prior advisory opinions, include (but are not limited to) the following:

- being “paid privately to do what he . . . is essentially already required to do as part of his . . . state job,” as “[t]he temptation to be paid by two sources for the same work might very well impair independence of judgment as to official duties”; Advisory Opinion No. 90-15;
- accepting outside work where his state position “lends his private [employment] . . . a credibility among potential clients which does not arise from his expertise alone, but rather results from [his] use of office, however inadvertent”; Advisory Opinion No. 94-16;
- using state resources (i.e., time, personnel, materials, etc.) to support his outside work, for “§ 1-84(c) is violated whenever a state servant utilizes state goods or services incident to his . . . private employment”; Advisory Opinion No. 98-4;
- “allow[ing] the permissible aspects of his [outside employment] to interfere with his ability to devote to his state responsibilities the requisite time and energy,” for doing so would be “view[ed] . . . as an impairment of his independence of judgment with respect to his state duties”; Advisory Opinion No. 95-17;
- using information obtained through, or contacts established in, his state position to seek clients for his private business; Advisory Opinion Nos. 89-30 and 92-7;

- using his state title or other indicia of state authority to solicit business or otherwise promote his outside employment; Advisory Opinion Nos. 97-14 and 2000-1; and
- accepting “outside employment offered by virtue of [his] state position,” as it is “tantamount to an improper use of office for financial gain.” Advisory Opinion No. 2001-24.

As applied to the question at hand—i.e., whether Mr. McCluster may serve as Clover Mill’s “active Managing Partner and internal financial manager”—the short answer is “Yes.” Indeed, Mr. McCluster’s outside employment with Clover Mill is not even tangentially related to his CTDOT position. As he puts it, he has no state authority touching “in any way” on the sectors in which Clover Mill will operate, and no relationship to the “institutions, programs, or activities” with which it will interact. Further, he notes that he will conduct all Clover Mill business on private time, and without the use of any state resources, relationships, or authority deriving from his state position. Based on those facts, he may, if he abides by the prohibitions discussed above, serve as Clover Mill’s “active Managing Partner and internal financial manager,” remembering, always, that his “state job must take precedence over outside job duties.” Advisory Opinion No. 94-7.

Moving on to the second question as to Activity 1, Mr. McCluster asks if his ownership interest in Clover Mill triggers any “financial interest disclosure obligations” with either CTDOT or the Office of State Ethics (OSE). Concerning CTDOT, the Code requires it (along with all other state agencies, departments, boards, and commissions) “to develop and implement . . . an ethics statement as it relates to the mission of the agency.” General Statutes § 1-83 (a) (2). “That section of the . . . Code makes it clear that a state agency, department, board or commission may adopt enforceable ethics rules beyond those required by law, in keeping with the state entity’s mission.” Advisory Opinion No. 2002-12. The OSE has no “authority to interpret and/or aid in [the] enforcement” of such statements. Request for Advisory Opinion No. 1970 (1997). Nevertheless, CTDOT asks us to point out that its internal “Ethics Policy” mandates its employees to disclose outside employment and business interests, and that the policy houses a form for doing so.

Concerning OSE, it serves as the repository for statements of financial interests (SFI), which certain state employees and public officials must file annually. General Statutes § 1-83. In his CTDOT position, Mr. McCluster is not a statutorily designated filer (like, for example, department heads), meaning he must file the SFI only if he fits within this language: “members of the

Executive Department . . . as the Governor shall require . . .” General Statutes § 1-83 (a) (1). Under that language, the Governor “impose[s] the filing requirement on certain employees of the executive department”—known colloquially as the “Governor’s Standard”—and state agencies are “apprised of this standard, and annually provide[] the [OSE] with a list of the names of individuals designated by the agency to file the statement.” Advisory Opinion No. 2002-15. Here, then, if CTDOT designates (or has designated) Mr. McCluster to file the SFI, he must file the form with the OSE and, in doing so, disclose (among other things) Clover Mill as a “business with which he is associated,” as well as a source of income, to the extent that his income derived from it exceeds \$1000 in the applicable calendar year. General Statutes § 1-83 (b) (1).

II

Under “Activity 2,” titled “Grant Applications to Connecticut State-Funded Programs,” Mr. McCluster provides the following facts and questions:

Facts: The business intends to apply for grant funding from two Connecticut programs that involve state funds: (a) Connecticut Humanities, a quasi-public organization receiving state appropriations, for a project grant supporting public access to annotated historical primary sources; and (b) the Connecticut Small Business Express Program, administered by the Connecticut Department of Economic and Community Development, which provides grants and loans to qualifying small businesses. As Managing Partner, I would prepare the financial components of these applications. However, the applications themselves could be submitted in the name of, and signed by, one of my non-state-employee co-founders if the Board determines that is the appropriate structure.

Question: Does applying for grants from Connecticut Humanities or the CT Small Business Express Program create a conflict of interest under CGS § 1-84 or related provisions, given my CTDOT employment? If so, is the concern resolved if the application is formally submitted and signed by one of my non-state-employee co-founders? May I still prepare the underlying financial exhibits and analysis in that scenario?

As to whether his CTDOT employment creates a conflict under the Code if Clover Mill applies for grants from Connecticut Humanities and the

Connecticut Small Business Express Program, the Code provision most pertinent here is § 1-84 (i), which (with exceptions having no bearing here) reads, in relevant part, as follows:

(1) No . . . state employee or . . . business with which he is associated shall enter into any *contract with the state*, valued at one hundred dollars or more . . . unless the contract has been awarded through an open and public process, including prior public offer and subsequent public disclosure of all proposals considered and the contract awarded. . . .

(Emphasis added.) Under that language, neither Mr. McCluster nor Clover Mill, a “business with which he is associated,” may enter a state contract—including a state contract *implementing a grant*—valued at \$100 or more unless it proceeds via that “open and public process.”

Concerning that open-and-public process, there are two requirements, the first being a “prior public offer,” about which the regulations explain: “no specific offer or bid procedure is required provided that the process utilized allows all or most of those persons interested in and qualified to fulfill the contract to apply and compete.” Regs., Conn. State Agencies § 1-81-19 (a). For example, “a state agency with a contract opportunity can satisfy the prior public offer requirement of §1-84(i) by posting the opportunity on its public web site and also on the Department of Administrative Services’ Procurement/Purchasing web site.” Advisory Opinion No. 2002-8. The second requirement is that there be “subsequent public disclosure of all proposals considered and the contract awarded.” According to the regulations: “In every case, all proposals considered and the contract awarded must be open and available for subsequent public inspection.” Regs., Conn. State Agencies § 1-81-19 (a).

Applying § 1-84 (i) here, we can quickly dispense with Connecticut Humanities, for it is not a state entity but rather (says its website) “an independent, non-profit affiliate of the National Endowment for the Humanities.” In other words, if Clover Mill were to seek a grant from that entity, it would not be seeking a “state” grant, meaning § 1-84 (i) would not be triggered and any contract between the two, to implement the grant or otherwise, would not need to comply with its mandates. As for the Connecticut Small Business Express Program, it is administered by the Department of Economic and Community Development (DECD)—a state agency—which (as noted above) “provides grants and loans to qualifying small businesses.” Presumably, any grant awarded by DECD would be implemented through a

“state” contract, and if so, then Clover Mill may enter such a contract valued at \$100 or more only if it proceeds under the open-and-public process described above.

In his follow-up questions under Activity 2, Mr. McCluster asks whether Clover Mill’s grant applications to Connecticut Humanities and DECD must be “formally submitted and signed by one of [his] non-state-employee co-founders,” and if so, whether he may “still prepare the underlying financial exhibits and analysis in that scenario.”

The Code does indeed house a provision that bars a state employee (or public official) from, among other things, representing any person (including a “business with which he is associated”) for compensation before 11 state agencies¹—namely, § 1-84 (d). And if Clover Mill were to apply for a grant from one of those 11 state agencies, Mr. McCluster would be barred from doing as follows: “transmit[ting] any document to or mak[ing] any other contact with the listed agenc[y] which reveals the identity of the individual to the agency in connection with [the] pending matter” Regs., Conn. State Agencies § 1-81-18 (a). But because DECD is not one of the 11 state agencies listed in § 1-84 (d) and (as noted above) Connecticut Humanities is not even a state agency, § 1-84 (d) would not (nor would any other Code provision) prohibit Mr. McCluster from submitting the applications, signing them, or preparing their “underlying financial exhibits and analysis”

In doing so, however, Mr. McCluster must remain cognizant of § 1-84 (c)—the Code’s previously mentioned use-of-office provision—under which he must refrain from using his state position, or confidential information gained from it, to support Clover Mill’s applications or otherwise influence the response from DECD or Connecticut Humanities to those applications.

III

Under “Activity 3,” titled “Connecticut DECD Minority Business Enterprise Certification,” Mr. McCluster provides the following facts and questions:

¹Section 1-84 (d) agencies: “the Department of Banking, the Office of the Claims Commissioner, the Health Systems Planning Unit of the Office of Health Strategy, the Insurance Department, the Department of Consumer Protection, the Department of Motor Vehicles, the State Insurance and Risk Management Board, the Department of Energy and Environmental Protection, the Public Utilities Regulatory Authority, the Connecticut Siting Council or the Connecticut Real Estate Commission”

Facts: The business is pursuing Minority Business Enterprise (MBE) certification through the Connecticut Department of Economic and Community Development. This certification, if granted, would be issued to Clover Mill Media LLC as the business entity. It would make the LLC eligible for state procurement set-asides and certain state-administered grant programs.

Question: Does applying for and receiving MBE certification through CTDECD create a conflict of interest under the Code of Ethics, given my CTDOT employment? Does receiving this certification create any ongoing disclosure or compliance obligation that I should be aware of?

The mere fact of Clover Mill's application for, and receipt of, MBE certification from DECD would not trigger a Code issue for Mr. McCluster. Specifically, there is no § 1-84 (d) concern, even if he participates in the application process, because (as noted above) DECD is not a state agency listed in that provision; there is no § 1-84 (i) concern, assuming (as appears to be the case) such certification does not require a state contract between DECD and Clover Mill (and even if it did, it would simply require an open-and-public process); and there is no § 1-84 (c) concern, provided that he does not use his CTDOT position, or any confidential information gained in it, in connection with Clover Mill's application or DECD's response. Further, the mere fact of Clover Mill's certification would not—at least under the Code—trigger “any ongoing disclosure or compliance obligation”

IV

Under “Activity 4,” titled “Freelance Researcher Sourcing Through UConn Academic Departments,” Mr. McCluster provides the following facts and questions:

Facts: The business intends to source freelance researcher-annotators by posting job listings on graduate student job boards maintained by the University of Connecticut History and Classics departments. These would be standard freelance independent contractor engagements: paid at market rates by Clover Mill Media LLC, governed by written work-for-hire agreements, with no institutional contract or financial relationship between the LLC and UConn as an institution. The LLC would be engaging individual graduate students in their private capacity as

independent contractors, not contracting with UConn. I am a UConn alumnus (MBA, December 2025).

Question: Does posting freelance job listings on UConn academic department job boards, and subsequently engaging individual UConn graduate students as independent contractors paid by Clover Mill Media LLC, create any conflict of interest or ethics concern under CGS § 1-84 or related provisions, given my CTDOT employment?

Provided that Mr. McCluster keeps anything relating to his CTDOT position entirely separate and apart from Clover Mill's listings for, and engagements of, UConn graduate students as independent contractors—thereby avoiding issues under the use-of-office prohibition in § 1-84 (c)—the answer here is: “No.”

V

Under “Activity 5,” titled “Introductory Outreach to the UConn Library,” Mr. McCluster provides the following facts and questions:

Facts: The University of Connecticut [UConn] Library subscribes to the hoopla digital lending platform through the Connecticut State Library consortium. Once our titles are live on hoopla, they will be automatically available to UConn Library patrons through the Library's existing subscription. No action by the Library is required, no new licensing agreement is needed, and no new expenditure of public funds is involved. We were considering sending a brief introductory communication to a UConn Library collection development librarian — as UConn alumni — to note that our titles are accessible through the Library's existing hoopla subscription. I note that this communication would involve a Connecticut public institution, and that I am a UConn alumnus, which could be perceived as leveraging an institutional connection.

Question: Does sending an introductory communication to UConn Library — one that requires no purchasing decision and involves only a platform the Library already subscribes to — create a conflict of interest given my CTDOT employment? If my personal involvement creates a concern, is it resolved if the outreach is conducted solely by one of my non-state-employee

co-founders?

As to Mr. McCluster's concern that contacting UConn Library "as UConn alumni" "could be perceived as leveraging an institutional connection," three things: First, the Code "does not speak of appearances of conflict, only actualities"; Advisory Opinion No. 90-6; meaning that, "[i]n interpreting and enforcing the Code . . . [we are] limited, by statute, from addressing appearances or perceptions of conflict of interest." Advisory Opinion No. 92-16. Second, leveraging his alumnus status is not prohibited by the Code, but leveraging his CTDOT position is—assuming his intent is to obtain financial gain. That said, if he communicates with UConn Library as a co-owner of Clover Mill and UConn alumnus—making no mention of his CTDOT position—his communication would not be deemed a use of office under § 1-84 (c). And third, because UConn Library (and UConn more broadly) is not a § 1-84 (d) agency and Clover Mill is not (under these facts) seeking a contract from that entity, neither the prohibition in that provision nor the one in § 1-84 (i) is triggered.

VI

Under "Activity 6," titled "Outreach to the Connecticut State Library," Mr. McCluster provides the following facts and questions:

Facts: The Connecticut State Library administers the consortium through which Connecticut public libraries access the hoopla digital lending platform. We were considering sending a brief introductory communication to the State Library noting the availability of our catalog on hoopla. As with the UConn Library situation, no purchasing decision would be involved and the State Library already provides its member institutions with hoopla access.

Question: Does any communication with the Connecticut State Library on behalf of Clover Mill Media LLC create a conflict of interest given my CTDOT employment, even where no purchasing decision is involved and no new expenditure of public funds is required? If my personal involvement creates a concern, is it resolved if the outreach is conducted solely by one of my non-state-employee co-founders?

Once again, we do not have a § 1-84 (d) state agency here, so there is no concern under that provision with Mr. McCluster's representation of Clover

Mill before the State Library, nor do we have a situation in which Clover Mill is seeking to enter a state contract with the State Library, so there is likewise no concern under § 1-84 (i), meaning that, if he abides by the previously and oft-mentioned use-of-office admonition, his communication with the State Library will create no issues under the Code.

Conclusion

Based on the facts presented, we conclude that, if he abides by the advice set forth above, Mr. McCluster may engage in the outside-employment activities at issue.

By order of the Board,

Dated _____

Chairperson

