

RAO# 13068

**Lewandowski, Peter**

---

**From:** Lewandowski, Peter  
**Sent:** Friday, February 20, 2015 12:30 PM  
**To:** Buffkin, Karen  
**Subject:** Ethics Opinion

Karen,

I apologize for the delay in providing you with a response to your email addressed to Barbara Housen. Based on the information contained in the amended outline, I want to confirm that the steps the nominee is proposing to address any concerns with respect to actual and potential conflicts of interest involving the nominee and the nominee's spouse are in conformance with the Code of Ethics for Public Officials ("Ethics Code").

In the event the nominee's circumstances change or the nominee needs further guidance, he or she is encouraged to seek advice from this office.

Please let me know if you have any additional questions.

Sincerely,

Peter J. Lewandowski  
Assistant General Counsel  
Office of State Ethics

18-20 Trinity Street | Hartford, CT 06106-1660  
Tel: 860.263.2392 | Fax: 860.263.2402 | E-mail: [peter.lewandowski@ct.gov](mailto:peter.lewandowski@ct.gov)

**From:** Housen, Barbara  
**Sent:** Friday, February 13, 2015 9:56 AM  
**To:** Buxo, Diane  
**Subject:** FW: Ethics Opinion

Pl. forward this amendment to the attorney to whom you assigned this. Thx.

**From:** Buffkin, Karen  
**Sent:** Wednesday, February 11, 2015 4:30 PM  
**To:** Housen, Barbara  
**Subject:** Ethics Opinion

Barbara,  
Please find an amended outline of the issue we are seeking an informal opinion regarding. The amendment is highlighted in yellow in the attached.

Thank you,

Karen

Karen K. Buffkin  
General Counsel  
Office of Governor Dannel P. Malloy  
210 Capitol Avenue  
Hartford, CT 06106  
860-524-7316



**From:** Buffkin, Karen  
**Sent:** Tuesday, February 10, 2015 1:22 PM  
**To:** Housen, Barbara  
**Subject:** Informal Opinion Request

Barbara,  
Pursuant to our conversation attached please find an outline of the background concerning a potential nominee for a department head position. We are requesting an informal opinion as to whether the background and steps the nominee is proposing to take address any potential situation that would give rise to a conflict of interest.

Thank you and please do not hesitate to contact me with any additional questions.

Karen

Karen K. Buffkin  
General Counsel  
Office of Governor Dannel P. Malloy  
210 Capitol Avenue  
Hartford, CT 06106  
860-524-7316



## Lewandowski, Peter

---

**From:** Buxo, Diane  
**Sent:** Friday, February 13, 2015 9:59 AM  
**To:** Lewandowski, Peter  
**Subject:** FW: Ethics Opinion  
**Attachments:** Ethics Opinion amended.docx

Peter, this is further material on RAO # 13068 assigned as of Wednesday afternoon. I've printed the additional page and will put in your in box.

Thanks,

Diane P. Buxo

Paralegal, Office of State Ethics

18-20 Trinity Street

Hartford, CT 06106-1660

(860) 263-2416 Direct, Main Number (860) 263-2400

CONFIDENTIALITY NOTICE: This email and any attachments are for the exclusive and confidential use of the intended recipients. If you are not the intended recipient, please do not read, distribute, or take action in reliance upon this message. If you have received this in error, please notify us immediately by return email and promptly delete this message and its attachments from your computer system. We do not waive attorney-client or work product privilege by the transmission of this message.

---

**From:** Housen, Barbara  
**Sent:** Friday, February 13, 2015 9:56 AM  
**To:** Buxo, Diane  
**Subject:** FW: Ethics Opinion

Pl. forward this amendment to the attorney to whom you assigned this. Thx.

---

**From:** Buffkin, Karen  
**Sent:** Wednesday, February 11, 2015 4:30 PM  
**To:** Housen, Barbara  
**Subject:** Ethics Opinion

Barbara,

Please find an amended outline of the issue we are seeking an informal opinion regarding. The amendment is highlighted in yellow in the attached.

Thank you,  
Karen

Karen K. Buffkin  
General Counsel  
Office of Governor Dannel P. Malloy  
210 Capitol Avenue  
Hartford, CT 06106  
860-524-7316

**Connecticut**  
still revolutionary

## Amended

The potential nominee was an employee of a company regulated by the Department until 14 months ago. The potential nominee was not an Officer of the company as defined by C.G.S.A. Sec. 1-79(2) and did not hold 5% or more of any class of stock. The potential nominee holds no stock in the company and is no longer a beneficiary under any defined benefit or defined contribution retirement plan, having transferred all balances to an unrelated financial services firm.

The potential nominee's spouse is an attorney who works in the legal department of the potential nominee's former employer. The spouse is not an Officer under C.G.S.A. Sec. 1-79(2) and does not hold 5% or more of any class of stock. The spouse is eligible to participate in the same performance-based bonus and stock equity plans as all employees. The plan designs provide for a bonus pool target and a point system approved by the company's board of directors and shareholders. Bonuses are awarded based on an individual performance rating of exceeds, achieving or developing and may be paid in a combination of cash bonus, stock grants, and/or stock options. Stock vesting is based on a 3-year cliff. The spouse also participates in a 401(K) with an employer match, and the 401(K) plan did require a certain amount of company stock be held. The spouse's employer has removed the requirement that employees hold any amount of the company from its 401K plan for all its employees.

The potential nominee has agreed to the following steps to resolve any potential issues under the Code of Ethics:

- a. The potential nominee will recuse themselves on any matter involving the former employer with which the nominee had active involvement during employment, which ended in December 2013.
- b. The potential nominee and spouse will put any industry-related assets, including any stock in the spouse's employer, into a blind trust with an independent fiduciary having sole and exclusive authority to make transactions.
- c. The spouse's employer will formally firewall/recuse the spouse from any information related to the company's dealings with the Department. The action would be memorialized in a writing similar to that used by financial services firms to firewall individuals with material inside information from other employees.
- d. The potential nominee has pledged to follow the procedures provided in C.G.S.A. Sec. 1-86 for any matters involving the former employer that the nominee did not have active involvement during employment or to recuse themselves as department head.

**Lewandowski, Peter**

---

**From:** Buxo, Diane  
**Sent:** Wednesday, February 11, 2015 4:20 PM  
**To:** Lewandowski, Peter  
**Subject:** FW:  
**Attachments:** Ethics Opinion.docx

This inquiry is RAO # 13068. I'll put the hard copy in your in box.

Thanks,

Diane P. Buxo

Paralegal, Office of State Ethics

18-20 Trinity Street

Hartford, CT 06106-1660

(860) 263-2416 Direct, Main Number (860) 263-2400

CONFIDENTIALITY NOTICE: This email and any attachments are for the exclusive and confidential use of the intended recipients. If you are not the intended recipient, please do not read, distribute, or take action in reliance upon this message. If you have received this in error, please notify us immediately by return email and promptly delete this message and its attachments from your computer system. We do not waive attorney-client or work product privilege by the transmission of this message.

---

**From:** Housen, Barbara  
**Sent:** Wednesday, February 11, 2015 10:07 AM  
**To:** Buxo, Diane  
**Subject:**

Pl. assign to the attorney who is next in line. Time sensitive. Thanks.

---

**From:** Buffkin, Karen  
**Sent:** Tuesday, February 10, 2015 1:22 PM  
**To:** Housen, Barbara  
**Subject:** Informal Opinion Request

Barbara,

Pursuant to our conversation attached please find an outline of the background concerning a potential nominee for a department head position. We are requesting an informal opinion as to whether the background and steps the nominee is proposing to take address any potential situation that would give rise to a conflict of interest.

Thank you and please do not hesitate to contact me with any additional questions.

Karen

Karen K. Buffkin  
General Counsel  
Office of Governor Dannel P. Malloy  
210 Capitol Avenue  
Hartford, CT 06106  
860-524-7316

**Connecticut**  
still revolutionary

The potential nominee was an employee of a company regulated by the Department until 14 months ago. The potential nominee was not an Officer of the company as defined by C.G.S.A. Sec. 1-79(2) and did not hold 5% or more of any class of stock. The potential nominee holds no stock in the company and is no longer a beneficiary under any defined benefit or defined contribution retirement plan, having transferred all balances to an unrelated financial services firm.

The potential nominee's spouse is an attorney who works in the legal department of the potential nominee's former employer. The spouse is not an Officer under C.G.S.A. Sec. 1-79(2) and does not hold 5% or more of any class of stock. The spouse is eligible to participate in the same performance-based bonus and stock equity plans as all employees. The plan designs provide for a bonus pool target and a point system approved by the company's board of directors and shareholders. Bonuses are awarded based on an individual performance rating of exceeds, achieving or developing and may be paid in a combination of cash bonus, stock grants, and/or stock options. Stock vesting is based on a 3-year cliff. The spouse also participates in a 401(K) with an employer match, and the 401(K) plan requires a certain amount of company stock be held.

The potential nominee has agreed to the following steps to resolve any potential issues under the Code of Ethics:

- a. The potential nominee will recuse themselves on any matter involving the former employer with which the nominee had active involvement during employment, which ended in December 2013.
- b. The potential nominee and spouse will put any industry-related assets, including any stock in the spouse's employer, into a blind trust with an independent fiduciary having sole and exclusive authority to make transactions.
- c. The spouse's employer will formally firewall/recuse the spouse from any information related to the company's dealings with the Department. The action would be memorialized in a writing similar to that used by financial services firms to firewall individuals with material inside information from other employees.
- d. The potential nominee has pledged to follow the procedures provided in C.G.S.A. Sec. 1-86 for any matters involving the former employer that the nominee did not have active involvement during employment or to recuse themselves as department head.