

RHODE ISLAND ETHICS COMMISSION

Advisory Opinion 2026-8

Approved: April 14, 2026

Re: Major Joel Thomas

QUESTION PRESENTED:

The Petitioner, Operations Bureau Commander with the Warwick Police Department, a municipal employee position, who in his private capacity has developed a computer software program, requests an advisory opinion regarding what restrictions, if any, the Code of Ethics places upon his ability to contract with public or private entities in and outside Rhode Island for the use of his software program.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, Operations Bureau Commander with the Warwick Police Department, a municipal employee position, who in his private capacity has developed a computer software program, shall follow the guidance outlined herein relative to his ability to contract with public or private entities in and outside Rhode Island for the use of his software program.

The Petitioner has been employed by the Warwick Police Department for approximately 20.5 years and holds the rank of major. He currently serves in the position of Operations Bureau Commander. The Petitioner states that in his private capacity, he developed a unique computer software program called Omni Intelligence (software program) which he describes as a tool that requires a user to upload and create a database of files, which then functions as a shared drive within an organization. He explains that once the database is created, users can submit queries to the software, which will then return an answer to the query based on a specific source of data. By way of example, the Petitioner stated that if a law enforcement agency were to create a database of department rules and regulations, a police officer could then ask the software program a question related to those documents, and the software would instantly return a search result containing an answer obtained from the uploaded documents.

The Petitioner represents that he developed the software program on his own initiative and on his own time, separate and apart from his official duties. The Petitioner notes that to date, he has not benefited financially from the software program. He states that he recently created a corporation, filed a copyright application, and is exploring the possibility of

marketing the software program to state and municipal agencies, including law enforcement agencies, and/or private entities both within and outside of Rhode Island. The Petitioner represents that a municipal ordinance prohibits him from contracting with any municipal agency within the City of Warwick. However, the Petitioner is considering, if permitted by the Code of Ethics, allowing the Warwick Police Department to use the software program free of charge in order to help improve the department's operations.¹ The Petitioner states that, if permitted to allow the police department to use the software program free of charge, he does not require, nor will he solicit, any feedback from police department personnel on how to improve the software program because the program is already complete and will not be changed. Given this set of facts, the Petitioner seeks guidance from the Ethics Commission regarding what restrictions, if any, the Code of Ethics places upon his ability to contract with public or private entities in and outside Rhode Island for the use of his software program.

No person subject to the Code of Ethics, nor any business entity in which said person has a 10% or greater equity interest or \$5,000 or greater cash value interest, may enter into a contract with any state or municipal agency unless "the contract has been awarded through an open and public process, including prior public notice and subsequent public disclosure of all proposals considered and contracts awarded." R.I. Gen. Laws § 36-14-5(h). Section 36-14-5(h) further provides that "contracts for professional services which have been customarily awarded without competitive bidding shall not be subject to competitive bidding if awarded through a process of public notice and disclosure of financial details." The professional services exception of § 36-14-5(h) typically relates to contracts for legal, medical, architectural, or accounting services. See A.O. 2000-35; R.I. Gen. Laws §7-5.1-2.

Under the Code of Ethics, a public employee may not participate in any matter in which he has an interest, financial or otherwise, or engage in any business, employment, transaction, or professional activity, or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his duties in the public interest. § 36-14-5(a). A substantial conflict of interest exists if the public employee has reason to believe or expect that he, any person within his family, his business associate, or any business by which he is employed or which he represents will derive a direct monetary gain or suffer a direct monetary loss by reason of his official activity. R.I. Gen. Laws § 36-14-7(a). Additionally, the Code of Ethics prohibits a public employee from using his public office or confidential information received through his public office to obtain financial gain for himself, his family member, his business associate, or any business by which he is employed or which he represents. § 36-14-5(d).

¹ The Petitioner clarifies that, contrary to the representation in his advisory opinion request that the police department is currently using the software program on an informal basis, he had asked only a few of his police officer friends within the police department to try the program informally to determine whether it would be even helpful to the police department.

Here, the Petitioner represents that a municipal ordinance prohibits him from contracting with any municipal agency within the City of Warwick, given his employment with the Warwick Police Department. Therefore, the Ethics Commission determines that it is unnecessary to analyze any provisions of the Code of Ethics that may pertain to contracting with municipal agencies within the municipality by which the Petitioner is employed.

However, the Petitioner may contract with other municipal or state agencies or private entities, within or outside Rhode Island, provided that pursuant to § 36-14-5(h) his contracting with Rhode Island state and municipal agencies (other than those in Warwick) is conducted through an open and public process, including prior public notice and subsequent public disclosure of all proposals considered and contracts awarded. See A.O. 2019-32 (opining that a member of the Westerly School Committee, who in her private capacity owned and operated a professional design and print business located in Westerly, was not prohibited from providing embroidery, promotional items, and custom apparel to both the Westerly public schools and the Town of Westerly, or any of their departments, provided that any such transactions were subject to an open and public process); A.O. 2018-42 (opining that a North Smithfield Town Council member who owned a fence company could provide estimates and submit bids to perform work for the town or its departments, provided that the contracts for such work were awarded through an open and public process); A.O. 2008-14 (opining that the chairperson of the Coventry Planning Commission could respond to a Request for Quotation to perform municipal engineering services for the town, provided that he did not participate in the bid specification process and that any contract awarded was pursuant to an open and public bidding process). Notably, the Petitioner's request does not fall within the professional services exception of § 36-14-5(h), given that that exception applies to contracts for services such as medical, legal, architectural, or accounting services.

Notwithstanding the prohibitions in § 36-14-5(h), the Ethics Commission has previously, in very limited circumstances, concluded that a state employee need not comply with the competitive bidding requirements of § 36-14-5(h) if his business was the sole supplier for the product and the contract complied with the State Purchases Act criteria for sole source procurement and provided that the contractual terms and financial details of any contracts were publicly noticed. See R.I. Gen. Laws § 37-2-21; A.O. 98-33 (opining that the legal counsel to the Commissioner of Higher Education and Rhode Island College could contract with Rhode Island College to sell a unique computer software program developed by him and his business associate to assist with legal audits of schools and universities without open and public bidding provided that the contract complied with the State Purchases Act criteria for sole source procurement). Similarly, R.I. Gen. Laws § 45-55-8, which addresses the award of municipal contracts, provides that a contract may be awarded for a supply, service, or construction item without competitive bidding when the purchasing officer determines that there is only one source for the supply, service, or construction item. See A.O. 2000-35 (opining that to the extent a member of the New Shoreham Town Council

or his company that engaged in the design, installation, and maintenance of renewable energy systems in New England met the criteria for municipal sole source procurement under state law, the Code of Ethics would not be violated if the petitioner or his company and the town and/or school department contracted without open and public bidding, provided that the contractual terms and financial details of any contracts were publicly noticed). Here, although the Petitioner represents that his software program is unique, there are no particular circumstances or an impending contract presented by the Petitioner on which the Ethics Commission could opine regarding whether no public bidding is required based on the sole source procurement laws. Therefore, the Ethics Commission is unable to provide the Petitioner with specific guidance regarding that issue at this time. The Petitioner is advised to seek further guidance, if and when needed, in the future.

The Petitioner is advised that all his private work relative to the software program and its distribution shall be performed on his own time and without the use of public resources or confidential information obtained as part of his municipal employment. The Petitioner is prohibited from using his municipal employment to advertise or promote his private work or to recruit or obtain potential clients. This would include any reference to the successful use of the software by the Warwick Police Department or any of its employees.

Lastly, the Petitioner is not prohibited from providing the software program free of charge to the Warwick Police Department; however, he is prohibited from then selling to the police department any additional materials related to the software program. See A.O. 98-112 (opining that a Cranston police detective, serving as a defense tactics instructor, who in his private capacity developed a new self-defense program and who was subsequently allowed by the police department to teach his system of self-defense while serving as a department instructor, could not later sell additional materials regarding his self-defense system to the his police department based on his previous involvement and given that he would be frustrating the purposes of the conflict provisions regarding contracts and using his public position for pecuniary gain, and was further prohibited from receiving additional compensation beyond his normal salary or overtime benefits for his service).

This advisory opinion cannot anticipate every possible situation in which a conflict of interest might arise for the Petitioner and, thus, provides only general guidance as to the application of the Code of Ethics based upon the facts represented herein. The Petitioner is encouraged to seek additional, more specific advice from the Ethics Commission in the future as needed.

This Advisory Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. An advisory opinion rendered by the Commission, until amended or revoked by a majority vote of the Commission, is binding on the Commission in any subsequent proceedings concerning the person who requested the opinion and who acted in reliance on it in good faith, unless material facts were omitted or misstated by the person in the request for the opinion.

Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, agency policy, ordinance, constitutional provision, charter provision, or canon of judicial or professional ethics may have on this situation.

Code Citations:

§ 36-14-5(a)

§ 36-14-5(d)

§ 36-14-5(h)

§ 36-14-7(a)

Other Related Authority:

§ 7-5.1-2

§ 37-2-21

§ 45-55-8

Related Advisory Opinions:

A.O. 2019-32

A.O. 2018-42

A.O. 2008-14

A.O. 2000-35

A.O. 98-112

A.O. 98-33

Keywords:

Contracts