

**INTERNAL AUDIT COMMITTEE  
SPECIAL MEETING  
The Metropolitan District  
555 Main Street, Hartford  
Tuesday, April 4, 2023**

**PRESENT:** Commissioners Donald Currey, Peter Gardow, Allen Hoffman, Diane Lewis, Jackie Mandyck, Dominic Pane and Alvin Taylor (7)

**REMOTE ATTENDANCE:** (0)

**ABSENT:** District Chairman William DiBella (1)

**ALSO PRESENT:** Commissioner John Avedisian  
Commissioner Joan Gentile  
Commissioner Georgiana Holloway  
Scott Jellison, Chief Executive Officer  
Christopher Stone, District Counsel  
John Mirtle, District Clerk  
Kelly Shane, Chief Administrative Officer (Remote Attendance)  
Robert Schwarm, Director of Information Systems (Remote Attendance)  
David Baker, IT Consultant (Remote Attendance)  
Dylan Pecego, IT Consultant (Remote Attendance)  
Carrie Blardo, Assistant to the Chief Executive Officer  
Victoria Escoriza, Executive Assistant  
Julie Price, Executive Assistant

**CALL TO ORDER**

Chairperson Mandyck called the meeting to order at 4:01 PM

**PUBLIC COMMENTS RELATIVE TO AGENDA ITEMS**

Representative Tom Delnicki of the 14<sup>th</sup> District stated that he hopes and requests that the Independent Counsel Report become a public document today.

Alyssa Peterson, of Hartford, reiterated her comments from the March 29<sup>th</sup> meeting and requests that Commissioners discuss as much as possible in open session.

***Commissioner Lewis entered the meeting at 4:04 PM.***

**APPROVAL OF MEETING MINUTES**

***On motion made by Commissioner Pane and duly seconded, the meeting minutes of March 29, 2023 were approved. Commissioner Taylor abstained.***

**INDEPENDENT COUNSEL REPORT**

At 4:09 PM, Chairperson Mandyck requested an executive session so that the Internal Audit Committee members could review and discuss the draft report prepared by independent counsel.

Commissioner Taylor wanted to make sure that the record clearly states the basis upon which the Committee is going into executive session. Secondly, he asked if there are to be amendments to the report, in what form are those amendments to be?

Commissioner Pane raised a point of order that Commissioner Taylor previously recused himself on this matter and therefore his involvement is inappropriate.

Chairperson Mandyck stated that Commissioner Taylor recused himself on this matter and she previously ruled on a similar point of order raised about Commissioner Taylor un-recusing himself on this matter. Chairperson Mandyck ruled on the point of order that Commissioner Taylor will not be permitted to un-recuse himself on this matter. The Chairperson's ruling was not appealed.

***On a motion made by Commissioner Currey and duly seconded, the Internal Audit Committee entered into executive session to review the draft report prepared by Attorney McHale which is attorney-client privileged communication and attorney work product.***

Those in attendance during the executive session:

Commissioners Donald Currey, Peter Gardow, Allen Hoffman, Diane Lewis, Jackie Mandyck, and Dominic Pane; Chief Executive Officer Scott W. Jellison; District Counsel Christopher Stone; Assistant District Counsel/District Clerk John Mirtle.

**RECONVENE**

At 6:40 P.M., Chairperson Mandyck requested to come out of executive session and on motion made by Commissioner Hoffman and duly seconded, the Internal Audit Committee came out of executive session and reconvened. No formal action was taken in executive session.

***Commissioner Currey made a motion to accept the investigation report by Kainen, Escalera & McHale. The motion passed by unanimous vote of those present.***

**RECOMMENDATIONS OF INTERNAL AUDIT COMMITTEE AND TRANSMITTAL OF INDEPENDENT COUNSEL REPORT TO BOARD OF COMMISSIONERS*****Commissioner Gardow moved the following resolution for approval:***

“The Metropolitan District Internal Audit Committee hereby adopts the following resolution:

Whereas, at a Special Meeting of The Metropolitan District Board of Commissioners (“District Board”) called pursuant to MDC By-Law B1b and held on August 1, 2022, the Board referred the matter of outstanding 2021 and 2022 Sandler & Mara, P.C. legal invoices to the Internal Audit Committee; and

Whereas, at its meeting of September 6, 2022, the Internal Audit Committee adopted a resolution recommending that the District Board create a budget in the amount not to exceed \$50,000.00 for the Internal Audit Committee to retain outside legal counsel to conduct an independent investigation into issues relating to 2021 and 2022 Sandler & Mara, P.C. invoices; and

Whereas, at its meeting of September 7, 2022, the District Board adopted the foregoing resolution of the Internal Audit Committee, thereby creating a budget in the amount not to exceed \$50,000.00 for the Internal Audit Committee to retain outside legal counsel to conduct an independent investigation into issues relating to 2021 and 2022 Sandler & Mara, P.C. invoices; and

Whereas, at its meeting of October 11, 2022, the Internal Audit Committee selected the firm of Kainen, Escalera & McHale to conduct the independent investigation; and

Whereas, at its meeting of March 16, 2023, the Internal Audit Committee received a draft report from counsel conducting the independent investigation; and

Whereas, at its meeting of March 16, 2023 and March 29, 2023, the Internal Audit Committee thoroughly reviewed the draft report;

Now Wherefore, the Internal Audit Committee resolves as follow:

1. The Internal Audit Committee concurs with the findings set forth in the “Investigation Report Relating to Sandler & Mara, P.C. Invoices” prepared by Attorneys Patrick McHale and Jennifer Dixon of Kainen, Escalera & McHale, P.C. and dated April 4, 2023 (“Report”), including the recommendations contained therein, and the report is hereby accepted and forwarded to the District Board for its consideration and action as it deems appropriate; and

2. In addition to the recommendations set forth in the Report, the Internal Audit Committee also recommends the following to the District Board:

a. The District Board refer to the Committee on MDC Government the development of an annual training and orientation of new and existing Board members to provide such members with information relating to their specific authority under the District Charter, Ordinances and By-Laws and the operation, organization, and governance of The Metropolitan District in general.

b. The District Board refer to the Committee on MDC Government the issue of whether, and if so to what extent, the terms of the chairpersons and vice chairpersons of the Board and

all committees, bureaus and subcommittees should be limited, by ordinance or by-law, and direct said Committee to report its recommendations, if any, to the District Board on or before September 1, 2023.

c. The District Board refer to the Committee on MDC Government revision of By-Law § B2k to provide that the MDC Chairperson and Commissioners direct individual requests only to the Chief Executive Officer, not to the Chief Executive Officer and the District Chairperson, and other revisions as it deems advisable.”

***The resolution was duly seconded and passed by unanimous vote of those present.***

District Counsel Stone described a written request from the Committee members for a special District Board meeting on April 10, 2023 at 5:30 PM with the inclusion of item #1 “Transmittal of Independent Counsel Report Re: Sandler & Mara, P.C. from the Internal Audit Committee to the District Board” and the Committee has also requested that the Independent Counsel give a verbal report. District Counsel clarified, for the record, that part of Attorney McHale’s transmittal includes said verbal report.

### **OPPORTUNITY FOR GENERAL PUBLIC COMMENTS**

No one from the public appeared to be heard.

### **ADJOURNMENT**

The meeting was adjourned at 5:48 PM

ATTEST:

John S. Mirtle, Esq.  
District Clerk

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Date of Approval