



**INTERNAL AUDIT COMMITTEE
SPECIAL MEETING
MONDAY, FEBRUARY 5, 2024
4:50 PM**

<u>Location</u>	<u>Commissioners</u>	
Board Room	Adil	Mandyck
District Headquarters	Currey (Ex-Officio)	Pane
555 Main Street, Hartford	Hoffman	Steuber
	Holloway	Taylor
	Lewis	
Dial in #: (415)-655-0001		
Access Code: 2314 717 5755 #		
Meeting Video Link	Quorum: 5	

1. CALL TO ORDER
2. PUBLIC COMMENTS RELATIVE TO AGENDA ITEMS
3. ELECTION OF CHAIRPERSON
4. ELECTION OF VICE-CHAIRPERSON
5. APPROVAL OF MEETING MINUTES OF OCTOBER 31, 2023
6. OPPORTUNITY FOR GENERAL PUBLIC COMMENTS
7. COMMISSIONER REQUESTS FOR FUTURE AGENDA ITEMS
8. ADJOURNMENT

**INTERNAL AUDIT COMMITTEE
SPECIAL MEETING
The Metropolitan District
555 Main Street, Hartford
Tuesday, October 31, 2023**

PRESENT: Commissioners Donald Currey, Peter Gardow, Allen Hoffman, Diane Lewis, Jackie Mandyck, Dominic Pane, Alvin Taylor and District Chairman William DiBella (8)

REMOTE ATTENDANCE: (0)

ABSENT: (0)

ALSO PRESENT: Commissioner Andrew Adil (Remote Attendance)
Commissioner John Avedisian (Remote Attendance)
Commissioner Richard Bush
Commissioner Byron Lester (Remote Attendance)
Commissioner Pasquale Salemi (Remote Attendance)
Scott Jellison, Chief Executive Officer
Christopher Stone, District Counsel
John Mirtle, District Clerk
Christopher Levesque, Chief Operating Officer
Kelly Shane, Chief Administrative Officer
Susan Negrelli, Director of Engineering
Robert Schwarm, Director of Information Systems (Remote Attendance)
Thomas Tyler, Director of Facilities
Dylan Pecego, IT Consultant (Remote Attendance)
Carrie Blardo, Assistant to the Chief Executive Officer
Julie Price, Executive Assistant
Joseph Szerejko, Independent Consumer Advocate (Remote Attendance)

CALL TO ORDER

Chairperson Mandyck called the meeting to order at 12:04 PM

PUBLIC COMMENTS RELATIVE TO AGENDA ITEMS

No one from the public appeared to be heard.

APPROVAL OF MEETING MINUTES

On motion made by Commissioner Pane and duly seconded, the meeting minutes of April 4, 2023 were approved.

**FREEDOM OF INFORMATION REQUEST FROM COMMISSIONER SALEMI RE:
INVESTIGATION OF SANDLER & MARA PC INVOICES AND POTENTIAL WAIVER OF
ATTORNEY CLIENT PRIVILEGE**

At 12:16 PM, Chairperson Mandyck requested an executive session so that the Internal Audit Committee members could review and discuss attorney-client privileged documents responsive to the FOIA request in order to determine whether to waive the attorney-client privilege.

On a motion made by Commissioner Currey and duly seconded, the Internal Audit Committee entered into executive session to review and discuss the attorney-client privileged documents.

Those in attendance during the executive session:

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

Before entering into executive session, Commissioner Taylor questioned why he would not be allowed in attendance. District Counsel Stone stated that he had recused himself at the beginning Audit Committee's inquiry into the investigation of Sandler & Mara PC invoices.

RECONVENE

At 12:48 P.M., Chairperson Mandyck requested to come out of executive session and on motion made by Commissioner Pane and duly seconded, the Internal Audit Committee came out of executive session and reconvened. No formal action was taken in executive session.

**FREEDOM OF INFORMATION REQUEST FROM COMMISSIONER SALEMI RE:
INVESTIGATION OF SANDLER & MARA PC INVOICES AND POTENTIAL WAIVER OF
ATTORNEY-CLIENT PRIVILEGE**

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 District 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 District Counsel executed a representation agreement on October 17, 2022; and

WHEREAS, at its meeting of April 4, 2023, the Internal Audit Committee accepted and forwarded the findings and recommendations 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. dated April 4, 2023 ("Report"), to the District Board for its consideration and action as it deemed appropriate.

BE IT HEREBY

RESOLVED: The Internal Audit Committee reviewed a Freedom of Information request dated September 1, 2023 from Attorney James Sullivan on behalf of Commissioner Pasquale Salemi regarding the investigation of Sandler & Mara PC invoices and documents marked "SALEMI FOI 00001-00080" from the case file of Kainen, Escalera & McHale deemed responsive to said Freedom of Information request; and

FURTHER

RESOLVED: Said documents marked "SALEMI FOI 00001-00080" implicate the attorney-client privileged and/or are protected by the attorney work product doctrine, and therefore exempt from disclosure under the Freedom of Information Act; and

FURTHER

RESOLVED: The Internal Audit Committee hereby waives its attorney-client privilege and/or any claim of attorney work product solely with respect to documents marked "SALEMI FOI 00001-00080" from the case file of Kainen, Escalera & McHale ~~and directs the District Clerk to disclose said records to the requestor~~; and

FURTHER

RESOLVED: The Internal Audit Committee's waiver of the attorney-client privilege with respect to documents marked "SALEMI FOI 00001-00080" from the case file of Kainen, Escalera & McHale does not constitute a waiver of the attorney-client privilege, attorney work product doctrine, or any other legal privilege or exemption under the law, with respect to any other records or communications related to the Report or investigation by Kainen, Escalera & McHale.

Commissioner Currey made a motion to approve the resolution with the amendment shown in redline above. The resolution was duly seconded and passed by unanimous vote of those present.

OPPORTUNITY FOR GENERAL PUBLIC COMMENTS

No one from the public appeared to be heard.

ADJOURNMENT

The meeting was adjourned at 12:49 PM

ATTEST:

John S. Mirtle, Esq.
District Clerk

Date of Approval