

## Audit Committee

### Minutes Of Special Meeting

Held on  
April 21, 2014 at 1:00 p.m.

at  
Connecticut Lottery Corporation  
777 Brook Street  
Rocky Hill, Connecticut

Committee Members: Bob Morgan, Chair of the Audit Committee; Patrick Birney; Robert Dakers; and Michael Thompson

Board Members: Frank Farricker, Chairman of the Board of Directors (via teleconference); Gale Mattison, Vice-Chairman of the Board of Directors

CLC Staff Members: Diane Patterson; Chelsea Turner; Paul Granato; Michael Hunter; Lana Glovach; Annmarie Daigle; and Rebecca Lambert

Call to Order: Mr. Morgan called the meeting to order at 1:09 p.m.

#### I. Approval of Minutes

On motion made by Mr. Birney, seconded by Mr. Thompson, and unanimously approved, it was:

Resolved, that the minutes of the November 21, 2013 Audit Committee Special Meeting are approved.

#### II. Legal Services Request for Proposals: Status and Resolution

Ms. Glovach reported that the Legal Services RFP was competitive. The Corporation received fifteen proposals from law firms interested in providing services in one or more of these primary practice areas: employment and labor; intellectual property and information technology; and General Counsel support. The RFP process has been completed, and the Corporation has entered into engagements with the following law firms:

- Employment and Labor  
McCarter & English  
Kainen, Escalera & McHale
- Intellectual Property and Information Technology  
McCarter & English  
Cantor Colburn/Pullman & Comley
- General Counsel Support  
Pullman & Comley  
Day Pitney  
Berchem, Moses & Devlin

Mr. Birney asked about the number of law firms selected. Ms. Glovach stated that the “unbundling” of legal services and the selection of a number of law firms is a different approach for the Corporation, but one that she believes will be beneficial. Such an approach allows the Corporation to have the best advice in a particular field, to have appropriate cost containment (because of the range of billing rates), and to have readily available alternate counsel in the event of a conflict of interest.

In response to Mr. Dakers’ question, Ms. Glovach stated that the law firms are paid only for hours worked. The Corporation did not guarantee work, or a minimum amount of work, to any law firm. The Corporation is pleased about the results of the RFP and looks forward to working with its new law firms. Ms. Glovach also reported that she expects to be able to have both new employment and labor firms endorsed onto the Corporation’s employment practices liability insurance as approved counsel, which should assist in cost control efforts.

There was additional discussion about thanking the Corporation’s former law firm for its services and the fact that the State Attorney General does not represent the Corporation.

### III. Review of Freedom of Information Act (FOIA) Requests

Ms. Glovach reported briefly on the status of various FOIA requests. The Corporation continues to receive FOIA requests about winners and other information from numerous sources. In addition, Ms. Glovach stated that the Corporation has responded to the recent FOIA request made by a WNPR reporter, which encompassed members of the Board of Directors.

There was a general discussion about the volume of and process for handling FOIA requests. The Committee expressed its desire to consider another draft of the FOI Fee Policy in the near future.

### IV. Executive Session

At 1:41 p.m., Mr. Morgan proposed a motion to enter into Executive Session to discuss:

- Attorney/Client Communications re:
  - Alumni Road Leases
  - Pending Claims and Litigation: Advertising Contract, and Fuller v. CT Lottery
  - FOIA Requests

On motion made by Mr. Thompson, seconded by Mr. Dakers, and unanimously approved, the Audit Committee entered into Executive Session. Ms. Patterson, Ms. Turner, Mr. Granato, Mr. Hunter, and Ms. Glovach were invited to attend the entire Executive Session.

At 2:11 p.m., the Audit Committee reconvened in regular session. Mr. Morgan stated that no actions or votes had taken place during the Executive Session.

### V. Old Business

None.

VI. New Business

None. Mr. Farricker noted that the Thursday, April 24, 2014 Board meeting is being cancelled.

VII. Adjournment

On motion made by Mr. Dakers, seconded by Mr. Birney, and unanimously approved, the meeting was adjourned at 2:12 p.m.

Respectfully submitted,

/s/

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Lana M. Glovach  
General Counsel  
Connecticut Lottery Corporation