

FREEDOM OF INFORMATION COMMISSION
OF THE STATE OF CONNECTICUT

In the Matter of a Complaint by

FINAL DECISION

Shipman & Goodwin LLP,

Complainant

against

Docket #FIC 2025-0034

Commissioner, State of Connecticut,
Department of Social Services; and
State of Connecticut, Department of
Social Services,

Respondents

December 17, 2025

The above-captioned matter was heard as a contested case on June 13, 2025 and September 26, 2025, at which times the complainant and respondents appeared and presented testimony, exhibits and argument on the complaint.

Pursuant to multiple orders of the undersigned Hearing Officer, the respondents submitted two affidavits, which shall be marked in evidence as follows:

Respondents' Exhibit 2: Affidavit of Christina Mink, dated June 30, 2025.

Respondents' Exhibit 3 (after-filed): Affidavit of Adam Prizio, dated November 25, 2025.

After consideration of the entire record, the following facts are found and conclusions of law are reached:

1. The respondents are public agencies within the meaning of §1-200(1), G.S.
2. It is found that on October 11, 2024, an attorney for the complainant (hereinafter, the "complainant" or the "complainant firm")¹ requested the following records from the respondents:

Documents and communications concerning Community Health Center, Inc.'s change in scope rate adjustment request:

¹ The complainant, Shipman & Goodwin, LLP, is a law firm.

(a) for Medicaid medical encounter rate(s) approved or effective on or about 10/1/2022; and

(b) for Medicaid dental encounter rate(s) approved or effective on or about 11/2/2022.

The documents and communications should include the request(s), any denial(s), any appeal(s), the Department of Social Services' consideration of the request(s) internally or in communications with the Office of Policy and Management (OPM), and approval(s).

The documents and communications should also include any documents or communications with Community Health Center, Inc. itself.

3. It is found that in addition to the request described in paragraph 2, above, the complainant firm had submitted 11 other similar requests to the respondents at or around the same time.

4. It is found that the respondents acknowledged the complainant firm's request described in paragraph 2, above, on October 15, 2024.

5. It is found that an attorney for the complainant firm emailed the respondents on November 22, 2024, requesting a status update regarding the request described in paragraph 2, above. It is further found that by December 10, 2024, the complainant firm had withdrawn five of the requests previously submitted to the respondents.

6. It is found that having not received an update regarding the October 11 request, an attorney for the complainant firm again emailed the respondents for an update on the matter on December 10, 2024. The respondents replied on December 11, 2024, indicating that they were processing the requests but "started new searches after the withdrawal of the others [i.e., the other requests]."

7. It is found that on December 16, 2024, the respondents clarified that they had begun processing another one of the complainant firm's requests that had since been withdrawn. Moreover, the respondents indicated that they had submitted "database searches" for records which returned approximately 3,000 records that would require their review.

8. It is found that the respondents informed the complainant firm that they were processing the "hardship requests"² first and then would begin processing the 3,000 records described in paragraph 7, above. The respondents also informed the complainant that the approximately 3,000 records "may, ultimately, be responsive to several requests."

² The "hardship requests" presumably refer to another request(s) submitted by the complainant firm regarding two Federally Qualified Health Centers ("FQHC").

9. It is found that on January 3, 2025, the respondents informed the complainant firm that they were beginning their final review of the records in connection with the “hardship requests” and had begun reviewing the other 3,000 records described in paragraph 7, above.

10. By complaint dated January 13, 2025, the complainant firm appealed to this Commission alleging that the respondents violated the Freedom of Information (“FOI”) Act by failing to provide records responsive to the request described in paragraph 2, above.

11. Section 1-200(5), G.S., provides:

“[p]ublic records or files” means any recorded data or information relating to the conduct of the public’s business prepared, owned, used, received or retained by a public agency, or to which a public agency is entitled to receive a copy by law or contract under section 1-218, whether such data or information be handwritten, typed, tape-recorded, videotaped, printed, photostated, photographed or recorded by any other method.

12. Section 1-210(a), G.S., provides in relevant part that:

[e]xcept as otherwise provided by any federal law or state statute, all records maintained or kept on file by any public agency, whether or not such records are required by any law or by any rule or regulation, shall be public records and every person shall have the right to (1) inspect such records promptly during regular office or business hours, (2) copy such records in accordance with subsection (g) of section 1-212, or (3) receive a copy of such records in accordance with section 1-212.

13. Section 1-212(a), G.S., provides in relevant part that “[a]ny person applying in writing shall receive, promptly upon request, a plain, facsimile, electronic or certified copy of any public record.”

14. It is concluded, therefore, that the records described in paragraph 2, above, are public records within the meaning of §§1-200(5) and 1-210(a), G.S.

15. Pursuant to an order of the undersigned Hearing Officer, the respondents, on November 13, 2025, submitted to the Commission records responsive to the complainant firm’s request described in paragraph 2, above, that were either partially or completely withheld. Such records consist of emails and attachments totaling 73 pages (i.e., the partially redacted records described in paragraph 15, above), and shall be referred to as IC-2025-0034-01 through IC-2025-0034-73 (the “in camera records”).³

³ The following in camera records contained no redacted portions, and therefore, are not separately listed in either Appendix A to this decision, or paragraph 31, below: IC-2025-0034-04, IC-2025-0034-10, IC-2025-0034-15, IC-2025-0034-18, IC-2025-0034-20, IC-2025-0034-32, IC-2025-0034-36, IC-2025-0034-40, IC-2025-0034-41, IC-2025-0034-49, and IC-2025-0034-55.

16. It is found that on November 21, 2025, the respondents provided 885 pages of unredacted records and 73 pages of partially redacted records to the complainant firm electronically.

17. The respondents assert that all of the in camera records are exempt from disclosure pursuant to the attorney-client privilege (i.e., §1-210(b)(10), G.S.) with some records also being withheld as preliminary drafts or notes (i.e., §1-210(b)(1), G.S.).

18. Section 1-210(b)(10), G.S., provides in relevant part, that public agencies are not required to disclose “communications privileged by the attorney-client relationship ... or any other privilege established by the common law or the general statutes”

19. Section 52-146r(b), G.S., provides that “[i]n any civil or criminal case or proceeding or in any legislative or administrative proceeding, all confidential communications shall be privileged and a government attorney shall not disclose any such communications unless an authorized representative of the public agency consents to waive the privilege and allow disclosure.”

20. Section 52-146r(a)(2), G.S., defines “confidential communications” to mean:

all oral and written communications transmitted in confidence between a public official or employee of a public agency acting in the performance of his or her duties or within the scope of his or her employment and a government attorney relating to legal advice sought by the public agency or a public official or employee of such public agency from that attorney, and all records prepared by the government attorney in furtherance of the rendition of such legal advice.

21. In Maxwell v. Freedom of Info. Comm’n, 260 Conn. 143, 149 (2002), the Connecticut Supreme Court held that §52-146r, G.S., “merely codif[ies] the common law attorney-client privilege as [the] court previously defined it.” The Court further stated that “both the common-law and statutory privileges protect those communications between a public official or employee and an attorney that are confidential, made in the course of the professional relationship that exists between the attorney and his or her public agency client and relate to legal advice sought by the agency from the attorney.” Id.

22. The Supreme Court has adopted a four part test to determine whether communications are subject to the attorney-client privilege: “(1) the attorney must be acting in a professional capacity for the agency; (2) the communications must be made to the attorney by current employees or officials of the agency; (3) the communications must relate to the legal advice sought by the agency from the attorney; and (4) the communications must be made in confidence.” Shew v. Freedom of Info. Comm’n, 245 Conn. 149, 159 (1998). “If it is clear from the face of the records, extrinsic evidence is not required to prove the existence of the attorney-client privilege.” Lash v. Freedom of Info. Comm’n, 300 Conn. 511, 516-17 (2011).

23. Moreover, in Connecticut, the attorney-client privilege protects both the confidential giving of professional advice by an attorney acting in the capacity of a legal advisor to those who can act on it, as well as the giving of information to the lawyer to enable counsel to give sound and informed advice.” PSE Consulting, Inc. v. Frank Mercede & Sons, Inc., 267 Conn. 279, 329 - 30 (2004).

24. The Supreme Court, however, has also recognized that “[n]ot every communication between attorney and client falls within the [attorney-client] privilege.” Harrington v. Freedom of Info. Comm’n, 323 Conn. 1, 14 (2016) (“Harrington”). In Harrington, the court made clear that:

[t]he burden of establishing the applicability of the privilege rests with the party invoking it. . . . Any privilege there may be is not a blanket one. The limitation, in connection with this communication, frames the special relationship that must be found for each document separately considered. . . . Because the application of the attorney-client privilege tends to prevent the full disclosure of information and the true state of affairs, it is both narrowly applied and strictly construed.

Harrington, 323 Conn. at 12.

25. The Court in Harrington further noted that in order for the privilege to apply

the communication must be made by the client to the attorney acting as an attorney. . . . In sum, attorneys do not act as lawyers when not primarily engaged in legal activities. . . . [Moreover], it would seem obvious that business communications cannot be [protected under the privilege] by virtue of the mention of an attorney’s name, or their being directed to an attorney.

. . .

[I]f the non-legal aspects of the consultation are integral to the legal assistance given and the legal assistance is the *primary purpose* of the consultation, both the client’s communication and the lawyer’s advice and assistance that reveals the substance of those communications will be afforded the protection of the privilege.

. . .

When the legal aspects of the communication are incidental or subject to separation, the proponent of the privilege may be entitled to redact those portions of the communications.

(Citations omitted; emphasis in original; internal quotation marks omitted). Id., at 17-18.

26. Additionally, in Berlin Public Schools v. FOI Commission, Superior Court, judicial district of New Britain, CV-15-6029080-S, 2016 WL 785578, *4 (February 2, 2016) (hereinafter, “Berlin Public Schools”), the court concluded that where disclosure of communications protected by attorney-client privilege occurs in an *extrajudicial setting* – i.e., outside of the context of an adversarial proceeding – waiver applies only to “the particular matters actually disclosed.”

27. The court in Berlin Public Schools noted that the process of determining what was “actually disclosed” is fact specific. Id., at *6. The purpose of this inquiry is to “identify what portion of the attorney-client communication confirms what was actually disclosed.” Id. Additionally, the “actually disclosed” standard “focuses on the substance rather than the exact wording of the disclosure.” Id., *5.

28. In practical terms, the “actually disclosed” standard requires the Commission to compare the alleged public disclosure against the substance of the in camera records for which the attorney-client privilege is asserted. See Id., *6 (“The commission in the first instance should compare the disclosure with the sealed report, and under the standards discussed here and employing the procedures it deems appropriate, determine what portion of the report the minutes ‘actually disclosed’”).

29. Upon careful in camera inspection, it is found that the in camera records, or portions thereof, identified in Appendix A to this decision are communications “between a public official or employee of a public agency acting in the performance of his or her duties or within the scope of his or her employment and a government attorney,” which “relate to legal advice” sought by the public agency client from the attorney, which were “transmitted in confidence,” or “records prepared by the government attorney in furtherance of the rendition of such legal advice,” within the meaning of §52-146r, G.S.

30. It is found that the in camera records identified in Appendix A to this decision constitute communications or records protected by the attorney-client privilege, within the meaning of §1-210(b)(10), G.S. It is also found that the attorney-client privilege has not been waived with respect to such records. Accordingly, it is concluded that such records, or portions thereof, are exempt from disclosure pursuant to §§1-210(b)(10) and 52-146r, G.S.

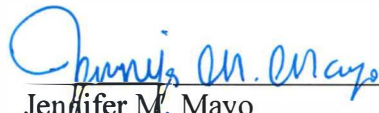
31. It is further concluded that the in camera records, or portions thereof, identified in Appendix B to this decision are not exempt from disclosure pursuant to §§1-210(b)(10) or 52-146r, G.S., for one or more of the following reasons: (i) the respondents failed to prove one or more criteria for the attorney-client privilege; (ii) the in camera record, on its face, is not protected by the attorney-client privilege; or (iii) the privilege did apply, but the substance of the record had been actually disclosed by the respondents, thereby waiving the privilege.

32. In light of the foregoing, it is concluded that the respondents violated the disclosure provisions of §§1-210(a) and 1-212(a), G.S., by failing to disclose to the complainant those portions of the in camera records identified in Appendix B to this decision.⁴

The following order by the Commission is hereby recommended on the basis of the record concerning the above-captioned complaint:

1. Within fourteen (14) days of the Notice of Final Decision in this matter, the respondents shall provide the complainant, free of charge, copies of the in camera records identified in Appendix B of this decision unredacted.
2. Henceforth the respondents shall strictly comply with the disclosure provisions of §§1-210(a) and 1-212(a), G.S.

Approved by Order of the Freedom of Information Commission at its regular meeting of December 17, 2025.


Jennifer M. Mayo
Acting Clerk of the Commission

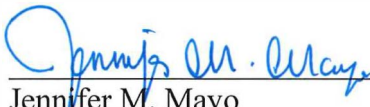
⁴ As all of the records claimed exempt as preliminary notes or drafts were properly withheld pursuant to the attorney-client privilege, the Commission need not consider such claim of exemption.

PURSUANT TO SECTION 4-180(c), G.S., THE FOLLOWING ARE THE NAMES OF EACH PARTY AND THE MOST RECENT MAILING ADDRESS, PROVIDED TO THE FREEDOM OF INFORMATION COMMISSION, OF THE PARTIES OR THEIR AUTHORIZED REPRESENTATIVE.

THE PARTIES TO THIS CONTESTED CASE ARE:

SHIPMAN & GOODWIN LLP, c/o Attorney Christopher J. Cahill, One Constitution Plaza,
Hartford, CT 06103

COMMISSIONER, STATE OF CONNECTICUT, DEPARTMENT OF SOCIAL SERVICES; AND STATE OF CONNECTICUT, DEPARTMENT OF SOCIAL SERVICES,
c/o Attorney Adam Prizio, Department of Social Services, 55 Farmington Ave., Hartford, CT
06105



Jennifer M. Mayo
Acting Clerk of the Commission

APPENDIX A

As noted in paragraph 30, above, of the decision in Docket #FIC 2025-0034, the following in camera records, or portions thereof, are exempt pursuant to §1-210(b)(10), G.S., as they constitute communications protected by the attorney-client privilege⁵:

IC-2025-0034-01	IC-2025-0034-27 through IC-2025-0034-28
IC-2025-0034-02 (lines 1-5 and 8-13)	IC-2025-0034-29 (line 1 after the word “provide” and up to the “.”)
IC-2025-0034-05 through IC-2025-0034-06	IC-2025-0034-30 (lines 1 and 2 after the “!”)
IC-2025-0034-07 (lines 3 after the first sentence – 11)	IC-2025-0034-31 (lines 2 after the word “edits” – 3)
IC-2025-0034-08 (lines 3 after the first sentence – 4)	IC-2025-0034-34 (lines 3 after the “.” – 7)
IC-2025-0034-11	IC-2025-0034-35 (lines 2 after the word “edits” – 3)
IC-2025-0034-12 (line 1 after the “!”)	IC-2025-0034-37 through IC-2025-0034-38
IC-2025-0034-13 (line 2 after the word “edits” – 3)	IC-2025-0034-43 (lines 1 after the “.” – 5)
IC-2025-0034-21 through IC-2025-0034-22	IC-2025-0034-44 (lines 1-6 and 9-10)
IC-2025-0034-23 (lines 3 up to the “.”, and 5 – 6)	IC-2025-0034-46 through IC-2025-0034-47
IC-2025-0034-24 (lines 2-3)	IC-2025-0034-48 (lines 1 after the first “.”, 3 the second sentence, and 5-7)
IC-2025-0034-25 (lines 1 after the “.” – 2, 3 up to the “?” and 5 after the first “.”)	IC-2025-0034-50 through IC-2025-0034-51
IC-2025-0034-26 (the second sentence of line 1, and lines 3-5)	

⁵ Pursuant to the undersigned Hearing Officer’s In Camera Order, the respondents highlighted the specific portions claimed to be exempt. Thus, unless otherwise noted, reference to an in camera record is a reference to all highlighted sections.

IC-2025-0034-53 (lines 1 after the word “edits” – 2)

IC-2025-0034-54 (lines 1 the last sentence, and 2 after the word “edits” – 3)

IC-2025-0034-56 through IC-2025-0034-57

IC-2025-0034-59 (lines 2 after the word “edits” – 3)

IC-2025-0034-60 through IC-2025-0034-61

IC-2025-0034-63 through IC-2025-0034-64

IC-2025-0034-66 through IC-2025-0034-72

APPENDIX B

As noted in paragraph 31, above, of the decision in Docket #FIC 2025-0034, the following in camera records, or portions thereof, are not exempt from disclosure as privileged attorney-client communications pursuant to §§1-210(b)(10) and 52-146r, G.S.:

IC-2025-0034-02 (lines 6-7)	IC-2025-0034-25 (lines 1 up to the “.”, 3 after the “?”, 4 up to the first “.”, and 5)
IC-2025-0034-03	
IC-2025-0034-07 (lines 1-2) ⁶	IC-2025-0034-26 (lines 1 excluding the second sentence of line – 2)
IC-2025-0034-08 (lines 1 – the first sentence of 3, and 5-7) ⁷	IC-2025-0034-29 (lines 1 up to the word “provide” and after the “.” – 2)
IC-2025-0034-09	
IC-2025-0034-12 (lines 1 up to the “!” and 2)	IC-2025-0034-30 (lines 2 up to the “!” and 3)
IC-2025-0034-13 (lines 1 – 2 up to the word “edits”)	IC-2025-0034-31 (lines 1 – 2 up to the word “edits”)
IC-2025-0034-14 ⁸	IC-2025-0034-33 ⁹
IC-2025-0034-16 through IC-2025-0034-17	IC-2025-0034-34 (lines 1-3 up to the “.”)
IC-2025-0034-19	IC-2025-0034-35 (lines 1 – 2 up to the word “edits”)
IC-2025-0034-23 (lines 1-2 and 3 after the “.” – 4)	IC-2025-0034-39
IC-2025-0034-24 (lines 1 and 4-6)	IC-2025-0034-42

⁶ To the extent the attorney-client privilege protected any information in this portion of IC-2025-0034-07, it is found that such privilege had been waived, as all substantive and pertinent information has been *actually disclosed* in the file name of the document identified in the “Attachments” section of the email header. See Berlin Public Schools.

⁷ It is found that this portion of IC-2025-0034-08 is not directed to an attorney and, on its face, does not pertain to legal advice. Accordingly, it is found that this portion of IC-2025-0034-08 does not constitute communications covered by the attorney-client privilege.

⁸ The unredacted email from the third-party immediately following this portion of IC-2025-0034-14 *actually discloses* the substance of the first sentence of line 1. Line 2 appears to be correspondence between non-attorneys. Accordingly, it is found that the respondents failed to prove that line 2 consists of communications protected by the attorney-client privilege.

⁹ The entirety of IC-2025-0034-33 and the portions of IC-2025-0034-34 identified, above, on their face, do not pertain to legal advice and, therefore, do not constitute privileged attorney-client communications.

IC-2025-0034-43 (line 1 up to the
“.”)

IC-2025-0034-44 (lines 7-8)

IC-2025-0034-45

IC-2025-0034-48 (lines 1 up to the
first “.”, 2, and 3 excluding the
second sentence - 4)

IC-2025-0034-52

IC-2025-0034-53 (line 1 up to the
word “edits”)

IC-2025-0034-54 (lines 1 up to the
last sentence and 2 up to the word
“edits”)

IC-2025-0034-58

IC-2025-0034-59 (line 1 up to the
word “edits”)

IC-2025-0034-62

IC-2025-0034-65

IC-2025-0034-73