

**LAKEFRONT MANAGEMENT AUTHORITY
LEGAL COMMITTEE MINUTES
THURSDAY, OCTOBER 19, 2023 – 2:30 P.M**

**6001 Stars and Stripes Blvd.
New Orleans, LA 70126**

PRESENT: Commissioner Robert Drouant – Chair
Commissioner Jennifer W. Herbert – Vice-Chair
Commissioner Adonis Expose

ABSENT: Commissioner Stanley Cohn
Commissioner Carlos Williams

STAFF: Louis Capo – Executive Director
Vanessa McKee – Assistant to the Executive Director
Adam Gulino – Director of Operations and Engineering
Cindy Grace – LMA Finance
Margie Brown – LMA Finance
Kristin Clinard – LMA Finance

ALSO

PRESENT: Gerry Metzger – LMA Counsel
Jerry Dye – LMA Counsel
Commissioner Wilma Heaton
Commissioner Philip Clinton

The regular monthly Legal Committee Meeting of the Lakefront Management Authority was held on Thursday, October 19, 2023, at 2:30 PM, at the Lakefront Airport Terminal Building, 2nd Floor Conference Center, 6001 Stars, and Stripes Blvd., New Orleans, Louisiana 70126, after due legal notice of the meeting was sent to each Board member and the news media and posted.

- I. **Called to Order at 2:33 PM.**
- II. **Pledge of Allegiance led by Commissioner Drouant**
- III. **Roll Called by Mr. Capo. (3) members were present for a quorum.**

IV. Opening Comments – Chair Drouant thanked everyone for coming and Mr. Capo for calling a special board meeting to educate our legislators on the importance of their support of our Capital Outlay Projects.

Mr. Capo informed the legal committee that after meeting with Chair Richard and Commissioner Gerhart who is spearheading this meeting, we decided to call it a Special Board Meeting so that all Commissioners can attend. This Special Board Meeting will be to discuss the Capital Outlay Projects only.

V. Motion to Adopt Agenda

A motion was offered by **Commissioner J. Herbert** and seconded by **Commissioner Expose**.

VI. Public Comments – LIMITED TO (2) MINUTES – NONE

Chair Drouant mentioned that he liked Chair Richard's format for public comments. He went on to say that he would like to have the general public comments and the public comments on topics of interest on the agenda.

Attorney Jeff Dye informed the committee that Chair Drouant's suggestion is precisely what the open meetings law provides for.

VII. Legal Counsel's Update

Attorney Gerry Metzger stated that he turned in his Status Report for September 2023 and discussed the status of litigation on the following:

1. Flightline Suit from 2014 (files)
2. Rubin Case
3. Darren Alcus(waiting for appraisal)
4. Duplessy
5. J&J Partners
6. Iron Triangle
7. Lease and Contracts
8. MOU meeting with FPA was very productive. Mr Capo will expound.

Mr. Capo added that LMA and FPA met regarding the MOU. Discussed amendments and came to an agreement. The MOU will go on the FPA's board agenda on November 16th.

Attorney Jeff Dye informed the committee that his status report will be finished tomorrow.

He is working on the following:

1. Flightline: roof replacement claim on the Williams Hangar
2. AE Comm Suit
3. Boh Bros. Construction Suit
4. MOU with FPA regarding Bohemia (Non-Flood Asset)
5. J&J Partners – No Change
6. Iron Triangle – No Change

VIII. New Business

1. Discussion on the vetting and selection process for the Law Firms that responded to the RFQ.

Chair Drouant – said there had been a lot of discussion about the process of selecting qualified attorneys.

He agreed with Commissioner Egana's suggestion to acquire a pool of Attorneys to select from just as the engineers and architects are selected from a pool of qualified candidates.

He wanted to give others on the legal committee to voice their opinions.

Commissioner Expose asked what was the vetting process for the engineers and architects.

Mr. Capo explained that the Architects and Engineers were vetted and pooled into specific job categories by specialties.

Chair Drouant expressed that he would like to see a similar structure for the attorneys. He would also like to have a panel of commissioners to interview the candidates to learn more about their expertise.

Commissioner Expose agreed with Chair Drouant's suggestion to form a panel to interview the candidates.

Mr. Capo suggested that they form a panel, set up a Teams or Zoom meeting to interview the candidates and return to the next Legal Committee meeting to make any recommendations.

Commissioner Herbert expressed that although this committee is here to support management and could make a recommendation to the full board but felt that it was the staff's call to determine the most suitable contractor to perform the scope of work.

Mr. Capo said that staff would set up the Teams meetings between the vetting panel and the legal candidates.

Chair Drouant, hearing no other comments from the committee called for any public comments. There were no public comments.

2. Discussion of the fiduciary duties and authority of Commissioners of the Lakefront Management Authority.

Chair Drouant felt that board members had the right to observe, not the right to give direction to anyone i.e. OLDPD. The consequences

Commissioner J. Herbert expressed concern that board members who overstep their authority or misrepresent the agency; could impugn liability back to the board and the agency.

Jeff Dye spoke to legal issues that occurred previously when contractors were questioned by a commissioner. It cost LMA thousands of dollars. He said it was a waste of resources.

Commissioner Herbert was concerned that such actions explicitly go against our fiduciary responsibility to incur expenses on our off time that cause the LMA to have to pay.

Mr. Capo informed the committee that Chair Richard put out a letter of protocol when he was first elected. It revisited the board's role and get revision to staff.

Commissioner Expose stated that this body just had a training on this subject.

Chair Drouant asked Commissioner Expose if he had any additional thoughts.

Commissioner Expose suggested that this should be discussed at the full board meeting because everyone needs to hear it.

Commissioner Heaton spoke about board member's duties.

Mr. Dye discussed two cases where the LMA was involved in litigation from the direct involvement of board members in what should have been day-to-day operations.

Chair Drouant called for public comments.

Commissioner Herbert will be forming a Bylaws committee to address this and other aged information.

There was a discussion regarding whether to defer this issue to bylaws or discuss it at the next Legal meeting.

Chair Drouant announced the next meeting and called for adjournment.

- IX. **Announcement of the next Finance Committee Meeting**
 - 1. **Special Date:** Thursday, November 09, 2023 – 2:30 P.M.

- X. **Adjourn at 3:28 pm**

A motion was made by **Commissioner Herbert and** seconded by **Commissioner Expose.**