

**Non-Flood Protection Asset Management Authority
Minutes of the Legal Committee Meeting
Thursday, November 19, 2015 – 4:00 p.m.**

The regular meeting of the Legal Committee of the Non-Flood Protection Asset Management Authority was held on Thursday, November 19, 2015 at 4:00 p.m., in the Lake Vista Community Center, 2nd Floor, 6500 Spanish Fort Blvd., New Orleans, La after due legal notice of the meeting was sent to each Board member, the news media, and a copy of the call was posted.

Chair Fierke called the meeting to order at 4:12 p.m. and led in the Pledge of Allegiance.

The roll was called which constituted a quorum.

Present:

Chairman Thomas Fierke
Comm. Anthony Richard
Comm. Leila Eames

Staff:

Cornelia Ullmann - Chief Operating Officer
Sharon Martiny – Administrative Assistant

Also Present:

Al Pappalardo
Michael Botnick

Adopt Agenda

Comm. Eames moved to adopt the Agenda, seconded by Comm. Fierke. Motion passed.

Approval of Minutes

Comm. Eames moved to adopt the Legal Committee minutes of August 6, 2015 and October 8, 2015, second by Comm. Fierke. Motion passed.

Executive Session

Executive Session began with a unanimous roll call vote upon Comm. Richard's arrival at 4:23 p.m. The following matters were discussed:

**1) *Red Dot Buildings, Inc. v. GM&R Construction Company, Inc. et al*
USDC EDLA 14-02803**

2) Discussion regarding possible recovery related to damaged boathouses

Executive Session ended at 4:41 p.m. No action was taken.

Old Business

1) Discussion regarding amending the MOU (NFPAMA/SLFPA-E) regarding design for conference center in Lakefront Airport

The COO noted that the Board's SLFPA-E rep was intending on providing additional information on this agenda item but may not have concluded with SLFPA-E meeting that is also held on the same day. This Authority entered into a Memorandum of Understanding (MOU) regarding the Airport, build-outs and SLFPA-E offices and that the Conference Center was not specifically addressed in the MOU. As she understood it, SLFPA-E will pay for the actual buildout of the Conference Center and is researching available grants such as electronics for video conferencing, which it is anticipated will also be used as an emergency operations center. The grants will possibly be Economic Development grants. At its meeting this morning, SLFPA-E adopted its new offices at the Airport as its legal domicile.

2) Discussion regarding arbitration request expenses

The COO advised that arbitration for the Airport flood wall is moving forward. A key factor is the BCA (Benefit Cost Analysis), and an expert from the firm of ICF will give an opinion addressing that issue at a flat cost of \$10,000. At that point, the Authority can determine its next step. Chair Fierke noted that invoices have been significantly more than anybody anticipated. The biggest expense will be the creation of two binders (the arbitration request and information/documents gathered). Stuart Consulting was at \$1.1 million on the BCA, but FEMA

disagreed. FEMA believes the Airport will not suffer heavy damages in the event of a storm due to Hangars being built with breakaway walls and electricity placed 17 feet in the air.

Chair Fierke advised that the arbitration legal bill will be between \$200,000 and \$1 million. The COO advised that the Authority needed an independent expert to testify as Stuart Consulting is the Authority's FEMA grant administrator, as well as providing BCA estimates, background research, etc. It could appear self-serving that the Authority's FEMA grant writer is testifying as to the BCA.

3) Update on Tulane Law student (IP project)

The COO advised that the third year Tulane law student working on the IP project had an internship at the SEC in Washington, D.C. and is interested in IP law. The student toured the Airport; she was given the parameters of the requested research and will start after Christmas. There is a possibility that she will be available next semester for other research projects.

New Business

4) Request to Tulane Law students to research the difference between easements and right-of-ways (referral from October Recreation Committee)

Chair Fierke noted that a request will be made for a Tulane law student to research the difference between easements, servitudes and rights of way as Comm. Settoon has questioned this issue some time ago. Al Pappalardo, Real Estate Consultant, noted that he would research the issue in real estate text books as the books typically differentiate between rights of way, easements and servitudes. The COO advised that earlier that day she had forwarded to Comm. Settoon a layman's explanation.

Chair Fierke noted Comm. Richard's arrival at 4:23 p.m. and informed that Executive Session would proceed at this point. (See above).

5) Discussion regarding Gerard Metzger, legal counsel, attending committee and board meetings

The COO noted that the last arrangement prior to June 30th, was that each Committee and the Board, when making decisions, should have consultants present to address that committee or the entire Board and answer questions while the decision making body is together and present. Each Committee Chair sets their own agenda and any consultants the Chair desires to be present to give information regarding any agenda items should be present. All commissioners making decisions should have adequate counsel and consultants present at the Committee meetings, as well as Board meetings.

6) Succession planning

Comm. Richard addressed succession planning and noted that all key employees and contractors should be part of a succession plan. Many key personnel and contractors have institutional knowledge in writing, in memory and other places and they can readily obtain that information. The Authority should start discussion on a succession plan for key employees and contractors. Employees could first be identified and then groomed as to what happens on a day to day basis inside the Authority. Chair Fierke noted other organizations plan a retreat to discuss succession matters with an Executive Session for personnel related matters as a means for the Board to get familiar with senior members of the staff. Chair Fierke noted that Mr. Morris would only be the Airport Director for a certain length of time. At some point, the Board should meet for an all day retreat in January to discuss By Laws and succession planning. The Authority presently has By Laws, which require modification as some By Laws lead to dead ends.

ADJOURNMENT

Comm. Richard offered a motion to adjourn, seconded by Comm. Eames and unanimously adopted.

ANNOUNCEMENT OF NEXT MEETING

The next Legal Committee meeting is scheduled for Thursday, December 3, 2015 at 2:30 p.m. The meeting adjourned at 5:00 p.m.