

**NON-FLOOD PROTECTION ASSET MANAGEMENT AUTHORITY  
MINUTES OF THE LEGAL COMMITTEE MEETING  
THURSDAY JUNE 2, 2015 – 4:00 P.M.**

The regular meeting of the Legal Committee of the Non-Flood Protection Asset Management Authority was held on Thursday, June 2, 2015 at 4:00 p.m., in the Lake Vista Community Center, 2<sup>nd</sup> 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 DeRouen called the meeting to order at 4:03 p.m. and led in the Pledge of Allegiance.

The roll was called which constituted a quorum.

**PRESENT:**

Chairman Patrick DeRouen  
Comm. Thomas Fierke  
Comm. Anthony Richard

**ABSENT:**

Comm. Leila Eames

**STAFF:**

Cornelia Ullmann - Chief Operating Officer  
Sharon Martiny – Administrative Assistant

**ALSO PRESENT:**

Gerard Metzger – Legal Counsel  
Sidney Hardy – McCranie, Sistrunk  
Michael Botnick – Gordon, Arata  
Mark Hanna – Mouledoux, Bland  
Lee Sher – Sher, Gardner

**ADOPT AGENDA**

Comm. Richard offered a motion to adopt the Agenda, seconded by Comm. Fierke and unanimously adopted.

**APPROVAL OF PRIOR MINUTES**

Approval of the May, 2015 Legal Committee meeting minutes has been deferred.

**OLD BUSINESS**

- 1) **Discussion regarding selection of legal counsel beginning July 12, 2015 for a term of one year with an option to renew for a second year**

The COO advised that the Kullman firm requested that they be restricted to certain areas of practice. The Board as the client must choose the attorney(s) they are comfortable with.

Chair DeRouen requested all responses to the RFQ be entered into the record. Based on review of all proposals to the initial inquiry for qualifications all firms are qualified in the areas they requested. Chair DeRouen suggested all firms be approved. If a need arises and the Authority has a specific need, there is a group of pre-qualified firms the Authority can go to in short order.

There are also day-to-day issues the Authority faces where general counsel is in the best interest of the Board. All proposals each have various advantages. Mr. Metzger meets the qualifications of general counsel, and my recommendation is the Board select Mr. Metzger for general counsel for the Non-Flood Authority's day-to-day issues.

Comm. Fierke recommended that Gerry Metzger be selected as general counsel and the group of firms that responded to the RFQ be selected on an as-need basis if the Authority has a specific need, seconded by Comm. Richard and unanimously adopted.

Chair DeRouen noted a possible conflict of interest in negotiations between Mr. Metzger and Studio Network, the developer for South Shore Harbor. Various committee members requested proposals be solicited to assist the Board in finalizing terms of the lease and recording the lease. Proposals were submitted and one firm must be selected. The COO advised that all respondents are qualified.

**Sidney Hardy – McCranie, Sistrunk**

Mr. Hardy advised that McCranie, Sistrunk has done public entity work for levee districts and parishes for more than ten years. We have submitted Burgess McCranie, senior partner, who specializes in commercial-type lease work and business type arrangements. Rachel Duffy is listed as the associate who will carry the ball in connection with the project. Given our understanding of what is out there, McCranie, Sistrunk is imminently qualified to do the work.

Mr. Hardy advised that the firm still does work for SLFPA-E along with many levee and governmental related entities. Chair DeRouen added that the bridge case recently settled and the SLFPA-E issue arose in that case. It became academic as to who hired Tommy Anzelmo.

Comm. Fierke questioned if the firm had any connections with Jazz Fest or Voodoo Fest and Chair DeRouen questioned if any firm was involved with Jazz Fest or Jazz Land. Mr. Hardy advised that he previously did work for Mark Shreve who had a security contract for Jazz Fest. He did not think the firm was engaged, but Mr. Shreve was a client involved in that capacity with Jazz Fest. Mr. Hardy advised that the firm was not involved with Jazz Land.

**Mark Hannah - Mouledoux, Bland, LeGrand & Brackett**

Mr. Hannah advised that he represented Lake Borgne Basin, Orleans, East and West Jefferson and Pontchartrain Levee Districts with primary practice being representation of governmental entities in both litigation and non-litigation matters. Some matters include general liability, servitudes and setback requirements for the Levee Districts, civil service and employment matters, public bid matters, permits and rights of entry. Patrick Costello has extensive experience in corporate matters, commercial lease preparation, negotiation, and works with large medical practice groups which have extensive lease requirements. The proposed rates and a reasonable estimate for time anticipated on the South Shore Harbor project has been submitted. The firm's experience and institutional knowledge in representing Levee Districts make a good candidate for this work. Mr. Hannah advised that he had not represented Jazz Fest or Voodoo Fest.

**Lee Sher - Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC**

Mr. Sher stated that Sher, Garner is a full-service firm divided equally between litigation and transactional work, mostly real estate. The firm has represented people and parties involved in every kind of real estate transaction imaginable. The firm has represented parties before the board in this room on many occasions and could assist this Board. Several colleagues were involved extensively in the Jazz Land project from the beginning to the unfortunate end. The firm does not represent a levee district. I would supervise and do most of the work myself. Marie Moore is a partner who writes a column for the property section of the ABA and drafts provisions contained in form books around the country.

**Michael Botnick – Gordon, Arata, McCollam, Duplantis and Eagan**

Mr. Botnick informed that Gordon, Arata is a full service law firm that currently represents SLFPA-E since 2006 on various matters but primarily oil and gas. He is a former deputy city attorney and Director of Economic Development for the City of New Orleans in charge of all professional service contracts, public bid contracts and the negotiation of Harrah's Casino. The firm has extensive real estate experience for negotiations of long term lease agreements. There is no relationship with Jazz Fest or Voodoo Fest. The firm has responded to both the RFQ and the Scope of Services, and he is the point person for this matter. Two other attorneys would be involved: Marion Weinstock and Peggy Welch.

Comm. Fierke noted Gordon, Arata represents SLFPA-E and questioned if there were potential conflicts. One levee board was bifurcated and continues to be joined for some issues. Mr. Botnick informed that Gordon, Arata's contract with SLFPA-E is narrowly defined as Bohemia Spillway, oil and gas matters. He was involved in the Bohemia Spillway litigation, which has settled. Settlement documents were just approved by the Attorney General and that closes out the matter.

**Stephen Scott – The Kullman Firm**

Mr. Scott advised that the Kullman Firm is only seeking qualification for labor and employment matters. The Kullman Firm works primarily in the area of labor and employment matters, and has worked with several levee districts, Orleans Levee District in civil service matters, East Jefferson Levee District and he also worked with Lake Borgne. He is primarily officed in Birmingham, AL, but there is a full staff of attorneys in New Orleans capable of handling matters on a day-to-day basis. With respect to the Orleans Levee District, civil service work has always been post Loudermill. There are no conflicts with Voodoo Fest or Jazz Fest.

Chair DeRouen advised that the Committee discussed the issue and has requested the Gordon, Arata firm assist the Authority with this project. All proposals will be considered if and when there is the opportunity to do this again. Mr. Metzger noted that the Board delegated authority to the Legal Committee to select the firm to represent the Management Authority in connection with the South Shore Harbor matter.

Comm. Fierke offered a motion to select the law firm of Gordon, Arata to represent the Authority for the South Shore Harbor lease negotiations, seconded by Comm., seconded by Comm. Richard and unanimously adopted.

**ADJOURNMENT**

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

**ANNOUNCEMENT OF NEXT MEETING**

The next Legal Committee meeting is scheduled for Thursday, July 9, 2015 at 3:30 p.m. The meeting adjourned at 4:38 p.m.