

A meeting of the Board of Commissioners (the "Board") of the New Orleans City Park Improvement Association (the "NOCPIA") was called to order Tuesday, May 24, 2022, at 4 p.m. The meeting was held in person at City Park Administration Building.

PRESENT: Commissioners Arata, Batt, Coaxum, Dale, DeBlieux, Giffin, Hess, Hollis, Katz, King, LeCorgne, Lupo, Pate, Pettus, Savoie, and Green (arrived late)

ABSENT: Commissioners Giarrusso, Green, Hardie, Leger, McNeil, Morrell, Powell, Spears, Sterbcow, and Waller

STAFF: Cara Lambright, Rebecca Dietz, Keith Hemel, Casie Duplechain, Chris Maitre, and Denise Joubert

GUESTS: Richard Cahn, Bill Goldring, Liz Sloss, Catherine Koppel, and Andrea Legrand

President Jay Batt called the meeting to order. The Pledge of Allegiance was recited by the Board.

A quorum is present and voting throughout the meeting.

A motion was made to accept the minutes from the April 26 meeting, as circulated via email. The motion was seconded, voted on, and approved unanimously.

PUBLIC COMMENTS: Liz Sloss stated that she is very excited about the upcoming transition to a Conservancy model of operating the park. Everyone has been working hard on the transition, and it is a significant step towards City Park becoming a world-class Park.

In the Management Report, Chief Executive Officer, Cara Lambright provided an update on the HMGP Stormwater project. On Thursday, there will be a public meeting about the plan. The Park presented the city with the following list of concerns.

- Budget
- Construction Management, and the
- Cooperative Endeavor Agreement.

Representative Hilferty introduced House Bill 1042, which would require the Park to hire two full-time staff members to monitor the drainage project, and report to neighborhoods. Due to the bill's requirements, this will impose a substantial financial burden on City Park.

Commissioner Larry Katz inquired about the Voodoo contract. Lambright stated that we have been in contact with the promoter.

There was a brief discussion regarding the Legislative Session

Lambright provided an update on the transition to the City Park Conservancy.

CPIA Bylaw Approval Process

- The Working Group made recommendations regarding the Bylaws and Slates
- Presentation to the Task Force
- Presentation to CPIA Executive Committee
- Bylaws and Comparison Outline provided
- Hosted informational/Q&A session
- May 2022 – CPIA Board Approval

David Waller, who did not attend the meeting, sent the following statement in support of the By-law amendment. “The leadership teams of the Park, the legacy CPIA, and the new CPC Boards have spent a tremendous amount of time to ensure that these changes to the CPIA By-laws are fair and balanced for all parties.” He encouraged all to approve the changes.

President Batt has engaged Tut Kinney to review the Bylaws and the Cooperative Endeavor Agreement and Tut Kinney had no issue with the Bylaws and, will report back to the Board with any modifications he believes are necessary to the CEA. However, in his opinion, we should move forward with the Bylaws and Board Slate today.

Proposed Modifications:

- Jefferson Parish City Council appointee adjusted to come from the electorate
- Executive Committee adjusted to include two (2) at-large members
- Resignations may be provided to the Secretary or the Chair

Bylaws -Guiding Principles

- Aligned with national best practices
- Stick to the basics – Bylaws should deal with only the highest level of governing issues
- Be flexible
- Bylaws shouldn't
 - Be a policies and procedures manual
 - Tie the hands of future board
- Bylaws are not the Cooperative Endeavor Agreement – they are independent of any relationship with an outside party.

Motion:

Commissioner Larry Katz moved, and Commissioner Mike Hollis seconded to Approve the City Park Improvement Association Bylaws as restated, reviewed, and discussed on May 24, 2022, by the City Park Improvement Association Board of Commissioners.

Steve Pettus expressed his concern about the removal of the Emeritus board members and the President's appointee position. Commissioner Lupo is concerned that neither the President of the Senate nor the Speaker of the House has an appointee on the Board.

Commissioner Lupo moved, and Commissioner Katz seconded, to amend the Bylaws to include appointments from the LA Senate and the Speaker of the House. After discussion, the motion did not pass.

Commissioner Lupo moved, and Commissioner LeCorgne seconded to amend the Bylaws to allow the last five former presidents to nominate one Emeritus board member from among all past presidents. After discussion, the motion did not pass.

Lambright explained that currently the Emeritus has full floor privileges except voting and that all 14 former presidents are automatically considered an Emeritus. The Board Composition working group felt that the President's Council was a more appropriate way to engage past presidents.

A discussion took place about having non-board members on the Executive Committee. Lambright said that the Executive Committee's non-board members could influence issues prior to the full board, and a best practice would be to ensure the Executive Committee is only active board members.

Commissioner Lupo believes that there could be a potential conflict regarding how CPIA and CPC Bylaws are being revised together. President Batt noted that after speaking with Tut Kinney he was fine with adopting the By-laws and slates today. Batt noted that Tut will review the CEA with Rebecca.

Commissioner King moved, seconded by Commissioner Dale, and unanimously approved to adopt the City Park Improvement Association Bylaws as discussed. by the City Park Improvement Association Board of Commissioners.

Slates: Key Context

- Synchronizing 'Board Year' and fiscal year to align
 - CPIA 'Board Year' will adjust to July 1 – June 30 versus a calendar year

CPIA Years

Current year will end on June 30, 2022, next year will begin on July 1, 2022

The FY23 CPIA Slate was presented and noted that Commissioner Bill LeCorgne is unable to accept the position of Secretary due to a scheduling conflict. He will be replaced by Commissioner Larry Katz.

Commissioner Dale moved, seconded by Commissioner Katz, and unanimously approved to approve the City Park Improvement Association Fiscal Year 2023 Board Slate as reviewed and discussed by the City Park Improvement Association

Lambright reminded everyone of the reasons for forming the Conservancy

- CPC is Reactive/Silos based operation needs a plan
- Secure a 501c3 then launch a new Master Plan in 2023
- Key to effective fundraising

CEA Approval Process

- Council for CPIA and CPC were established; Rebecca Dietz and Phelps Dunbar created the initial draft. Jay Batt engaged Tut Kinney for an additional review.
- Draft of terms were presented to Jay Batt, CPIA Chair, and David Waller, incoming Chair with Counsel.
- Draft terms presented to Task Force then Executive Committee
- Discussed at CPIA Board Meeting
- Finalization Task Force (Jay Batt and David Waller) along with legal counsel will negotiate the final CEA. Batt requested Robert Lupo's participation on the task force.
- The final draft will be sent in advance for review/provide information session.
- Board Vote in June 2022

CEA Key Terms – Guiding Principles

Ultimate power is with the state

- CPIA has final power via a 90-day termination clause
- Public accountability embedded
- Checks and balances

CEA Key Terms – Common Feedback

- Term – currently a 30-year term; to be discussed
- Master Plan - suggested addition to the definitions: Master Plan Committee will be comprised of three CPIA Commissioners, three CPC board members, and three at-large professionals.
- CEO Hiring Committee – inclusive of CPIA Commissioners; CPC has the authority to hire and terminate the CEO of CPC
- Budget Review to be discussed
- CPIA to approve 60% schematic design on buildings and permanent fixtures exceeding \$1,000,000.

Next Steps

- Finalize Memorandum of Understanding with Friends of City Park
- Continued garnering of comments
- Weekly meetings with CEA finalization task force

When the final draft of CEA is distributed, an information session/zoom will be held.

The date of the June board meeting has been changed to June 16; we will present and vote on the CEA and budget at this meeting.

Lambright provided Councilmember Green with an update on the HMGP project.

The meeting was adjourned at 6:05 p.m. The next meeting is scheduled for Thursday, June 16, 2022.