



Monday, October 21, 2019; 3:00 to 5:00pm
Phelps Dunbar
One Canal Place, 20th Floor
365 Canal Street, New Orleans 70130

Board Meeting Minutes

Commissioners Present:

Christian Pendleton
Daniel Taylor
Heidi Raines
Frank Zumbo

Susan Klein
Jeremy DeBlieux
David Bilbe
Matthew Emory (arv. 2:10)

Kim Rosenberg
Gail Cavett
Steve Caputo

Commissioners Absent: David Speights, Robert Watters

Executive Director: Karley Frankic, excused absence

Guests:

Beverly Fulks, FQMD SEC
Erin Holmes, VCPORA
Juliet Laughlin, resident

Bob Simms, FQMD FQTF
Brittany Mulla-McGovern, FQBA

- I CALL TO ORDER – ROLL CALL: INTRODUCTION OF ATTENDEES.
- II PUBLIC COMMENT: It was announced all guests must sign in, and anyone wishing to comment on actionable items must indicate the item(s) on which s/he wishes to comment.
- III CHAIRMAN’S COMMENTS – Mr. Pendleton reported at the end of the Agenda.

MOTION TO AMEND AGENDA: Mr. DeBlieux motioned (**M1**) to “include items that were mistakenly left off the Governance Committee Agenda dealing with the North Rampart Street designation...”, seconded by Ms. Klein and unanimously approved.
- IV APPROVAL OF SEPTEMBER MINUTES – Mr. Caputo motioned to (**M2**) ”approve the September minutes...” seconded by Ms. Rosenberg and unanimously approved.
- V TREASURER’S REPORT – Mr. DeBlieux distributed the financials for the Operating and the Task Force accounts. All expenditures are acceptable with no odd or irregular entries. Next months financial statements will reflect an accrual versus the current cash system. The total expenses in September were \$13,193.90 with a total equity of \$508,415.80. Ms. Rosenberg motioned (**M3**) that “the September financial reports be approved as submitted...”, seconded by Mr. Bilbe and unanimously approved.

VI FINANCE & DEVELOPMENT COMMITTEE

- a. Update on Finance Manager Contract – John Wyatte Foard, LLC has been hired for 10 hours per month. Mr. Foard will meet with both Ms. Frankic and Ms. Remington for orientation of the accounts and practices. He will begin by the end of October.
- b. Discussion on FQMD's recommendation for the French Quarter Improvement Fund 2020 Budget – Ms. Raines asked for input on the \$1,200,000.00 budget regarding distribution. This would include, but not limited to an FQMD footprint night-time Deputy Commander/Senior Supervisor, funding of the FQMD Quality of Experience/Life (QOE/L) officer (especially at night), on-going Lighting Study needs, and expansion of the security CEA. FQMD input must be done before the next Commissioner meeting. Mr. Caputo noted that sanitation & repairs should be high up on the list for funding. Mr. DeBlieux also noted of importance is quality of life (experience) and enforcement. A Committee overview will be sent to Board. It was noted FQMD will not pay for NOPD other than for the FQTF security services. Chairman Pendleton asked Mr. Simms about code enforcement from the recently approved QOE officer. He replied that besides training, the patrol plan must be worked out to include this function and proper supervision. Mr. Emory noted the goal to begin was in November. A discussion ensued where the consensus regarding the QOE officer responsibilities were primarily regarding human activity and business operator problems, sidewalks, not architectural deficiencies, unless it is a public safety hazard. The VCC has inspectors to site building violations. Mr. Pendleton asked Mr. Simms to research what FQMD must do to get the QOE officer activated and report back to him. At Mr. DeBlieux's recommendation, Mr. Pendleton and Mr. Simms shall meet with Commander Baldassaro regarding implementation and required supervision of the QOE/L officer. Mr. Simms has the post instruction for this job which can be circulated to the Commissioners. Ms. Klein noted the LA Supreme Court decision that a building owner is also liable for the activities of a tenant business owner. Mr. Pendleton said he would work on this and report back to the Commissioners. Additionally, Mr. Bilbe said it should be stated where these funds came from (the City's portion of the hotel self- assessment...0.25 of the 1.75) and what was the intent of these expenditures. It shall only be used for the repairs, improvements and services within the boundaries of the FQMD. This includes public safety enforcement, QOE enforcement, code enforcement, violation identification, ticketing and court measures relative to the ordinance, compliance, sanitation and infrastructure repair, or improvements and lighting. Ms. Cavett recommended that a board packet be prepared to for all new Board Members listing the history of the organization to include funding sources past and current, and any other pertinent information. Mr. Bilbe noted his preference of monies being spent on repairs and sanitation. The CEA between the City, NO & Company and FQMD has expired, so all conditions are on the table; also, this is not to pay for NOPD outside of the Security Task Force. Mr. Raines noted that last year the City took \$600,000.00 of this funds budget for the Iberville Street project. Ms. Cavett stated that in the past, the Infrastructure Committee gave DPW & the Mayor's Office FQMD's recommendations for use of this fund. Following an FQMD study, Ms. Cavett volunteered to champion this to identify needs and meet with the appropriate City departments.
- c. Discussion on the meeting for the FQMD budget. - Mr. Pendleton noted the budget meeting Wednesday night and all were invited to attend and, that we may have to budget for an attorney to attend out meeting. There was some discussion as to the necessity of this hire.

VII GOVERNMENTAL AFFAIRS COMMITTEE

- a. Proposed bylaw changes. - Mr. Rosenberg motioned that **(M4)** “the Bylaw changes submitted to date (Addendum A) be accepted, with an employee hire policy amendment to be submitted for approval at a future meeting ...”, seconded by Ms. Klein and unanimously approved.
- b. Proposed employee manual changes for classified & unclassified. - Mr. DeBlieux presented the recommended changes to include in the title “unclassified”. Each State agency may have up to two unclassified employees depending on the structure. Classified employees fall under Civil Service rules. Some of the Commissioners questioned the amount of paid leave allowed. It was suggested that we approved the changes submitted to date and amend the Employee Manual if research indicates our policy is out of line. Ms. Rosenberg motioned **(M5)** to “approve the changes to the unclassified employee manual on the title page, and to page 12 regarding the benefits/stipend section...”, seconded by Mr. Caputo and unanimously approved. Mr. DeBlieux noted he shall distribute the final corrected changes.
- c. North Rampart Corridor designated truck route removal - Ms. Raines asked that speed reduction be included as a future ask. Mr. Pendleton motioned **(M6)** that “the Governance Committee be tasked to lobby Councilperson Palmer to remove North Rampart Street as a City and State designated truck route...”, seconded by Ms. Raines and unanimously approved.

MOTION TO AMEND AGENDA: Ms. Rosenberg motioned **(M7)** to “amend the Agenda to clarify that the security assessment item is to include the Interfor contract...”, seconded by Mr. Zumbo and unanimously approved.

III CHAIRMAN’S COMMENTS

- a. Update on French Quarter Museum Association - Mr. Pendleton noted the FQMD Bylaws support this venture. In question is the cap in expense reimbursement. Mr. Hammer of FQMA asked that we table it for now, as he would prefer not to have to approach all the member boards of the FQMA to make any changes. This CEA is only through 2020 & Mr. Pendleton informed him at the new CEA negotiation, he doesn’t see the FQMD Board agreeing to a cap on expenses. Additionally, FQMD can void the CEA with a thirty-day notice and FQMD has probably not spent \$100.00 to date. Therefore, Mr. Pendleton recommended that FQMD continues with the current CEA. After reviewing the FQMD insurance, Ms. Rosenberg felt this relationship is covered perfectly by our policy and Mr. Pendleton noted that former Executive Director confirmed this would not increase our fee. Mr. Pendleton motioned **(M8)** “to ratify the Cooperative Endeavor Agreement with the French Quarter Museum Association as signed by former FQMD Chairman Musso...”, seconded by Mr. Emory and unanimously approved.
- b. Licensing agreement with SDT Productions LLC – There is nothing new to report. Mr. Simms has been helpful providing Mr. Pendleton information.
- c. Welcome to the new Executive Director - Ms. Karley Frankic was absent with prior family obligations. Mr. Pendleton asked her not to rebuild everything before the end of the year. Ms. Remington is assisting on a very limited basis and she was a great assist during the transition. Mr. DeBlieux motioned **(M9)** to “ratify the hiring of Ms. Karley Frankic for the Executive Director position of FQMD...”, seconded by Ms. Rosenberg and unanimously approved.
- d. Updates on Program Administrator search – The Talent Acquisition Team met. Ms. Kim Boyle, former President of the Louisiana Bar Association to render whether this position is classified or not. Ms. Raines noted there were over one hundred applicants and it is now down to four. Mr. Pendleton questioned whether this is a one-person or a company. There shall be no hires until it is determined to

be a classified or non-classified position.

- e. Updates on 2019 security assessment – Ms. Rosenberg motioned (**M10**) to “amend the Interfor contract to increase the previously approved \$10,000.00 to \$10,800.00 for \$800,00 more...”, seconded by Mr. Emory and unanimously approved. Ms. Rosenberg noted that \$5,000 of the \$10,800 is a retainer for additional work to include additional interviews and to create an Executive Summary on the findings that does not include any confidential information that would breach security measures, or any records that are excluded from the public records act (44, Section 3.1). The Executive Summary may be distributed as the Board sees fit. Mr. Pendleton thanked those who are hosting the Interfor team while they are in town and those who provided other individuals for Interfor to meet with.
- f. Nominations for FQMD 2020 Executive Officers – The current proposed officers for the 2020 Board are: Christian Pendleton, Chairman; Heidi Raines, Vice-Chairman; Susan Klein, Secretary; Jeremy DeBlieux, Treasurer. Mr. Caputo nominated Frank Zumbo as another candidate for Vice-Chairman. Ms. Cavett noted that the Officers are meant to equally represent the business and resident community. Elections shall be held at the November meeting.

VIII NEW BUSINESS

- a. A public records request was made by the Louisiana Voice newspaper regarding information they received regarding former State Police Commander Mike Edmonson being hired by FQMD for security. Mr. Pendleton informed the reporter that Mr. Edmonson was not hired and that the posting was closed and there has been a retraction. Mr. Pendleton stated there will never be an FQMD hire without him informing the Board first.
- b. The next steps for French Quarter security will be Board review of the final Interfor Study, then work with the Finance Committee to submit a proposal for Board approval.
- c. Mr. Simms asked a Security Review item be put on November Agenda and Mr. Pendleton agreed.
- d. Councilperson Palmer noted she was making a new appointee. Mr. Pendleton thanked Ms. Rosenberg for all her work which was vast and appreciated and she will be missed. He also introduced Ms. Juliet Laughlin as the new District C appointee.

IX NEXT MEETING: November 18, 2019 (Amended from November 11, 2019 to comply with Louisiana Open Meeting Law regarding budget adoption, post meeting.)

X ADJOURNMENT: Mr. DeBlieux motioned at 4:31pm (**M11**) that “the meeting be adjourned...”, seconded by Mr. Bilbe and unanimously approved.

Respectfully submitted,

Susan Klein (signed original available)

Susan Klein, Secretary

Addendum A: BYLAWS

**BYLAWS OF THE BOARD OF COMMISSIONERS OF THE
FRENCH QUARTER MANAGEMENT DISTRICT**
Adopted May 4, 2015; Amended October 21, 2019

ARTICLE I
DISTRICT NAME, CREATION & LENGTH OF EXISTENCE

- A. The French Quarter Management District (FQMD or District) was created by the Louisiana Legislature in 2007 by Act No. 280 of the 2007 Regular Session of the Louisiana Legislature.
- B. Pursuant to La. R.S. 25:799 (A)(1), the FQMD is a body politic and corporate.
- C. Pursuant to La. R.S. 25:799 (A)(1), the FQMD is a political subdivision of the state, as defined in the Constitution of Louisiana.
- D. Pursuant to La. R.S. 25:799 (A)(1), the FQMD shall continue in existence until June 30, 2028, unless such date is extended by law.

ARTICLE II
MISSION OF THE FQMD

The Mission Statement of the District is:

The French Quarter Management District is a State entity created by the Louisiana Legislature as a means for the residential and business communities to work together to protect, preserve, and maintain the world-famous French Quarter as a safe, clean, vibrant and friendly neighborhood for residents, businesses and visitors.

ARTICLE III
PURPOSES & FUNCTIONS OF THE FQMD

- A. Pursuant to La. R.S. 25:799 (B), the purpose of the FQMD shall be to:
 - Strengthen the District as a National Historic Landmark, a historic residential district, and a vital component of Louisiana's tourism industry by investing and reinvesting public funds in the District to aid in the preservation of the District's architecture, quaint charm, and tout ensemble
 - Beautify the appearance of the District
 - Improve public safety in the District
 - Foster quality experiences and quality of life within the District
 - Improve commercial and residential vitality within the District;thereby vastly increasing the quantity of the District's local, national, and international visitors and full-time residents, as well as to protect and improve the tourism industry and to promote economic development throughout the State.
- B. Pursuant to La. R.S. 25:799 (G), the purposes, objects, and powers of the District and the Board of Commissioners include the following:
 - (1) Creating and maintaining public restroom facilities within the District.
 - (2) Beautifying the District, improving its streetscapes and the quality of its frontage, and making cosmetic improvements within the District.

- (3) Enhancing the District's walkability and pedestrian-friendly environment.
- (4) Revitalizing and nurturing cultural and historical features, preservation, and cultural tourism within the District.
- (5) Providing facade grants and incentives to utilize vacant buildings, upper floors, and land within the District.
- (6) Addressing transportation concerns within the District.
- (7) Facilitating parking and mobility planning, strategies, and management for the District.
- (8) Improving commercial and residential vitality within the District and developing and implementing commercial planning, marketing, and recruiting strategies for the District.
- (9) Facilitating lighting and signage upgrades, repairs, and replacements within the District.
- (10) Aiding in the repair and upkeep of sidewalks, streets, and related infrastructure within the District.
- (11) Aiding in video camera installation and monitoring within the District.
- (12) Recruiting public amenities and services for the District.
- (13) Fostering visually stimulating and quality pedestrian experiences within the District.
- (14) Fostering regional and District character.
- (15) Facilitating the removal and prevention of graffiti within the District

C. Pursuant to La. R.S. 25:799 (A)(2), the District is created to provide the following functions:

- (1) Enhancing public safety and sanitation within the District by financing supplemental safety and sanitation services as the Board deems appropriate.
- (2) Providing supplemental resources for the enforcement of laws and regulations that relate to the quality of life for tourists, residents, and businesses within the District as the Board deems appropriate.
- (3) Engaging in strategic planning, business and commercial development activities, administering capital improvement funds, and administering programs.
- (4) Taking such actions as may be advisable to:
 - Enhance commercial, civic, and cultural activity within the District
 - Promote and aid in the conservation and preservation of the District's quaint historic nature, character, qualities, and architecture
 - Foster quality events and quality of life in the District
 - Restore regional character to the District
 - Attract locals and tourists to visit the District
 - Facilitate and promote the development and improvement of public infrastructure within the District
 - Encourage new residents to live in the District.

ARTICLE IV BOUNDARIES & SUBDISTRICTS OF THE FQMD

A. Pursuant to La. R.S. 25:799 (B), the District shall be comprised of the area of the City of New Orleans lying within the following boundaries:

- The Mississippi River
- The center line of Canal Street
- The rear property line of the properties fronting on the lake side of North Rampart Street
- The rear property line of the properties fronting on the downriver side of Esplanade Avenue to the Mississippi River.

B. Pursuant to La. R.S. 25:799 (I), the District shall consist of four Subdistricts: the Vieux Carre, the Iberville Corridor, the Treme, and the Faubourg Marigny.

(1) The Vieux Carre Subdistrict shall be comprised of the area of the District lying within the following boundaries: the Mississippi River, the center line of Iberville Street, the center line of North Rampart Street, the center line of Esplanade Avenue to the Mississippi River.

(2) The Iberville Corridor Subdistrict shall be comprised of the area of the District lying within the following boundaries: the Mississippi River, the center line of Canal Street, the center line of North Rampart Street, the center line of Iberville Street to the Mississippi River.

(3) The Treme Subdistrict shall be comprised of the area of the District lying within the following boundaries: the center line of Canal Street, the rear property line of the properties fronting on the lake side of North Rampart Street, the rear property line of the properties fronting on the down river side of Esplanade Avenue, the center line of North Rampart Street to the center line of Canal Street.

(4) The Faubourg Marigny Subdistrict shall be comprised of the area of the District lying within the following boundaries: the Mississippi River, the center line of Esplanade Avenue, the center line of North Rampart Street, the rear property line of the properties fronting on the down river side of Esplanade Avenue to the Mississippi River.

ARTICLE V

GOVERNANCE OF THE FQMD; BOARD MEMBER QUALIFICATIONS & DISQUALIFICATIONS; TERMS OF OFFICE

A. Pursuant to La. R.S. 25:799 (C)(1), the FQMD shall be governed by a Board of Commissioners consisting of thirteen (13) members as follows:

(1) The Chair of the Vieux Carre Commission (VCC) or the Chair's designee.

(2) One person who is domiciled and a qualified elector in the District, appointed by the Vieux Carre Property Owners, Residents and Associates, Inc. (VCPORA).

(3) One person who either owns one or more restaurants in the District or is a corporate representative of a company owning and operating one or more restaurants in the District, appointed by the Louisiana Restaurant Association, Inc. (LRA).

(4) One person who is either employed full-time, or owns or operates a hotel, in the District between the center line of Canal Street and the middle of Iberville Street, appointed by the Greater New Orleans Hotel and Lodging Association, Inc. (GNOHLA).

(5) One person who is either employed full-time, or owns or operates a hotel, in the Vieux Carre or Faubourg Marigny sections of the District, appointed by the Greater New Orleans Hotel and Lodging Association, Inc. (GNOHLA).

(6) One person who is either employed full-time, or owns or operates a business, in the District, appointed by the French Quarter Business Association of Louisiana (FQBA).

(7) One person who is either employed full-time, or owns or operates a business, in the District, appointed by the Bourbon Business Alliance (BBA) [French Quarter Business League (FQBL)].

(8) One person who owns a business headquartered in the District, appointed by the Mayor of New Orleans.

(9) One person who is domiciled and a qualified elector in either of the parts of the Vieux Carre designated as VCR-1 or VCR-2, appointed by the Mayor of New Orleans.

(10) One person who is domiciled and a qualified elector in the District, appointed by the French Quarter Citizens, Inc. (FQC).

(11) One person who is domiciled and a qualified elector in the District, appointed by North Rampart Main Street, Inc. (NRMSI).

(12) One person who is employed full-time or owns or operates a business, in the District, appointed by the New Orleans Metropolitan Convention and Visitors Bureau, Inc. [New Orleans & Company].

(13) One person who is domiciled, employed full-time, or owns or operates a business, in the District, appointed by the New Orleans City Council member representing City Council District "C".

- B. Pursuant to La. R.S. 25:799 (C)(2), any qualification or condition that is a prerequisite for a member's appointment to, or membership on, the Board of Commissioners shall be maintained throughout the Board Member's term of office and membership on the Board.
- C. Pursuant to La. R.S. 25:799 (C)(2), any Board Member who, during the Member's term of office, fails to maintain any such qualification or condition shall be automatically disqualified from membership on the Board of Commissioners and the office shall become vacant. Prior to the Board taking action to disqualify a Member and fill such vacancy, at least two (2) weeks written notice shall be given by the Board to the Appointing Authority of the Member. The vacancy may be filled simultaneous with the occurrence of the vacancy.
- D. Pursuant to La. R.S. 25:799 (C)(4), any Board Member who misses more than fifty percent (50%) of the regular meetings of the Board of Commissioners in any calendar year shall be disqualified and removed automatically from office and that person's position shall be vacant as of the first day of the next calendar month. Prior to such a vacancy or disqualification occurring, at least two (2) weeks written notice shall be given by the Board to the Appointing Authority. Such vacancy may be filled simultaneously with the occurrence of the vacancy. The former Board Member shall not be eligible for reappointment until expiration of the balance of the vacated term.
- E. Pursuant to La. R.S. 25:799 (C)(5), any vacancy in the membership of the Board of Commissioners occurring by reason of the expiration of the term of office, death, resignation, disqualification, or otherwise shall be filled in the same manner as the original appointment.
- F. Pursuant to La. R.S. 25:799 (C)(3), except for the Chair of the Vieux Carre Commission, or the Chair's designee, all members of the Board of Commissioners shall serve four (4) year staggered terms.
- G. Pursuant to La. R.S. 42:2, upon expiration of a Board Member's term of office, the Member shall continue to discharge the duties of his/her office on the Board of Commissioners until their successor is inducted into office.

ARTICLE VI OFFICERS OF THE BOARD OF COMMISSIONERS

- A. Pursuant to La. R.S. 25:799 (C)(8), the Board of Commissioners shall elect yearly from its numbers, a Chair, Vice-Chair, Secretary and Treasurer. Elections shall be held in November.
- B. 1. No Board Member shall continuously serve in the office of Chair or the office of Vice-Chair for longer than two (2) consecutive years. Service in office for less than a full calendar year shall

not be counted towards the two (2) consecutive years.

- C. 2. No Board Member shall continuously serve as an officer for longer than eight (8) consecutive years; however, after a year has passed, the officer shall be eligible for re-election as an officer. Service in office for less than a full calendar year shall not be counted towards the eight (8) consecutive years.
- D. Pursuant to La. R.S. 25:799 (C)(8), the Board of Commissioners shall establish the duties of the officers as may be regulated by rules adopted by the Board.
- E. The duties of the Chair shall include:
- Presiding at all regular and special meetings of the Board
 - Endeavoring to achieve consensus when the Board is discussing a controversial matter
 - Endeavoring to be a member or attend the meetings of all citizen advisory groups (committees and task forces) created by the Board
 - Issuing all public notices of the District
 - Responding to public records act requests made upon the District
 - Speaking on behalf of the Board and/or District
 - Negotiating and signing all contracts and cooperative endeavor agreements on behalf of the District that the Board authorizes
 - Nominating prospective officers and members of citizen advisory groups (committees and task forces)
 - At the beginning of the fourth quarter, selecting two (2) Board Members not currently serving as an officer to work with the Chair to canvas all Board Members for nominations to propose a slate of prospective officers for the following year during the October meeting
 - Calling for officer elections in November
 - Negotiating the compensation of FQMD staff
 - Supervising FQMD staff and overseeing all personnel matters.
- F. The duties of the Vice-Chair shall include:
- Presiding at all regular and special meetings of the Board of Commissioners when the Chair is absent
 - Endeavoring to achieve consensus when the Board is discussing a controversial matter
 - Endeavoring to be a member or attend the meetings of all citizen advisory groups (committees and task forces) created by the Board
 - Succeeding to the office of Chair if the office becomes vacant prior to the expiration of the one-year term of the office.
- G. The duties of the Secretary shall include:
- Recording and maintaining minutes of all open meetings of the Board of Commissioners and overseeing the posting by the Executive Director on www.fqmd.org.
 - Overseeing the Executive Director serving as Custodian of the District's official records, archives and property.
 - Presiding at all regular and special meetings of the Board of Commissioners when the Chair and Vice-Chair are absent.
 - Delivering all of the FQMD's official records, archives and property to the succeeding Secretary.

H. The duties of the Treasurer shall include:

- Serving as the custodian of the District's funds
- Supervising receipts and all expenditures of the District
- Serving as the liaison between the District and its auditors and accountants
- Serving as the liaison between the District and the State Legislative Auditor
- Preparing a proposed Annual Budget for the District
- Serving as a member of any Finance Committee the Board creates
- Preparing and submitting all financial reports required by law, including a report to the House Commerce Committee and the Senate Committee on Commerce, Consumer Protection and International Affairs, to be submitted no later than October 1 of each year, relative to the activities of the District during the immediately preceding fiscal year. See La. R.S. 25:799 (D)(3)
- Presiding at all regular and special meetings of the Board of Commissioners when the Chair, Vice-Chair and Secretary are absent.

I. Non-binding aspirations of the Board of Commissioners is for two (2) of the Board Officers to be resident appointees and the other two (2) Board Officers to be commercial appointees; for the office of Chair to regularly rotate between the resident and commercial appointees; and when the Chair is a Commercial appointee, for the Vice-Chair to be a resident appointee, and *vice versa*.

ARTICLE VII POWERS & DUTIES OF THE BOARD OF COMMISSIONERS

A. Pursuant to La. R.S. 25:799 (C)(7), the Board of Commissioners shall have the power to organize and reorganize the executive, administrative, clerical, and other departments and forces of the District, and to fix the duties, powers, and compensation of all employees, agents, and consultants of the District.

B. Pursuant to La. R.S. 25:799 (D)(1), the Board of Commissioners shall have and may exercise all powers necessary or convenient for carrying out its objectives and purposes, including but not limited to the following:

- (1) To sue and be sued, and as such, to stand in judgment.
- (2) To adopt, use, and alter at will a corporate seal.
- (3) To acquire by gift, grant, purchase, lease, or otherwise and to hold and use any property, real, personal, mixed, tangible, intangible, movable, or immovable, or any interest therein, necessary or desirable for carrying out the objects and purposes of the District.
- (4) To sell, transfer, lease or convey any property acquired by it, or any interest therein, at any time to accomplish the objects and purposes of the District subject to applicable law. Any such sale, transfer, lease or conveyance shall provide for a fair and equitable return of revenue to the District.
- (5) To enter into contracts to achieve the District's objectives and purposes.
- (6) To appoint officers, agents, and employees, prescribe their duties, and fix their compensation.
- (7) To enter into cooperative endeavors or other contractual arrangement with the Downtown Development District for the purposes of providing administration, management, and operation services for the District and to provide for reasonable

compensation for such services which the Downtown Development District is hereby authorized to enter into.

(8) To establish such funds or accounts as are necessary to conduct the affairs of the District.

(9) To adopt rules and regulations to implement the provisions of La. R.S. 25:796, et seq. However, any rule or regulation promulgated or adopted by the Board of Commissioners shall be subject to legislative oversight by the House Commerce Committee and the Senate Committee on Commerce, Consumer Protection, and International Affairs in accordance with the Administrative Procedure Act.

C. Pursuant to La. R.S. 25:799 (D)(2), the Board of Commissioners shall have no power or authority:

(1) To supersede the home rule powers and functions of the City of New Orleans.

(2) Related to:

- Creating bond indebtedness
- Exercising eminent domain
- Zoning
- Regulating historic preservation or land use
- Permitting
- Prosecuting or citing violations. Notwithstanding the foregoing, the Board of Commissioners shall have the power and authority to prosecute an adjudication and to cite violations if the governing authority of the City of New Orleans delegates such power and authority to the Board.

D. Pursuant to La. R.S. 25:799 (D)(2)(b), the Board of Commissioners shall have the power and authority to prosecute an adjudication and to cite violations if the governing authority of the City of New Orleans delegates such power and authority to the Board.

E. Pursuant to La. R.S. 25:799 (D)(3), the Board of Commissioners shall submit a report to the House Commerce Committee and the Senate Committee on Commerce, Consumer Protection, and International Affairs, no later than October first of each year, relative to the activities and finances of the District during the immediately preceding fiscal year.

F. Pursuant to La. R.S. 25:799 (E)(1), all powers of the Board of Commissioners shall be exercised for the best interest of the District to:

- Aid in the improvement of public safety, quality of life, and infrastructure in the District, Aid in the preservation of the District's history, character, charm, and architecture
- Beautify the District's appearance
- Address the District's hospitality needs and transportation and parking concerns
- Increase the District's marketability and tourism and residential appeal.

G. Pursuant to La. R.S. 25:799 (E)(2), prior to any work of the Board of Commissioners or the District on, abutting or affecting the exterior of a building or a public sidewalk, street, or space in the Vieux Carre section of the City of New Orleans, or the appearance of the Vieux Carre section of the City of New Orleans, the proposed work shall be submitted to the Vieux Carre Commission (VCC) for its recommendation and approval.

H. Pursuant to La. R.S. 25:799 (E)(3), the Board of Commissioners, the District, or both shall obtain permits as necessary and appropriate.

- I. Pursuant to La. R.S. 25:799 (F), the Board of Commissioners may apply for, contract for, receive, and expend for the Board or the District's purposes any appropriation or grant from the State, its political subdivisions, the federal government, or any other public or private source.
- J. Pursuant to La. R.S. 25:799 (G), the purposes, objects, and powers of the District and the Board of Commissioners include the following:
 - (1) Creating and maintaining public restroom facilities within the District.
 - (2) Beautifying the District, improving its streetscapes and the quality of its frontage, and making cosmetic improvements within the district.
 - (3) Enhancing the District's walkability and pedestrian-friendly environment.
 - (4) Revitalizing and nurturing cultural and historical features, preservation, and cultural tourism within the District.
 - (5) Providing facade grants and incentives to utilize vacant buildings, upper floors, and land within the District.
 - (6) Addressing transportation concerns for the District.
 - (7) Facilitating parking and mobility planning, strategies, and management for the District.
 - (8) Improving commercial and residential vitality within the District and developing and implementing commercial planning, marketing, and recruiting strategies for the District.
 - (9) Facilitating lighting and signage upgrades, repairs, and replacements for the District.
 - (10) Aiding in the repair and upkeep of sidewalks, streets, and related infrastructure for the District.
 - (11) Aiding in video camera installation and monitoring within the District.
 - (12) Recruiting public amenities and services for the District.
 - (13) Fostering visually stimulating and quality pedestrian experiences within the District.
 - (14) Fostering regional and District character.
 - (15) Facilitating the removal and prevention of graffiti within the District.
- K. Pursuant to La. R.S. 25:799 (J) (1), the Board of Commissioners shall adopt an annual budget in accordance with the Local Government Budget Act, R.S. 39:1301.
- L. Pursuant to La. R.S. 25:799 (J)(2), the District shall be subject to audit by the legislative auditor pursuant to R.S. 24:513.
- M. Pursuant to La. R.S. 25:799 (K)(1), to the extent not prohibited by applicable law, the District may:
 - (1) Defend and indemnify a Board Member against claims and liabilities arising out of the performance of his duties for the District.
 - (2) Procure insurance against the claims and liabilities or pay for them as an operating expense of the District out of the funds of the District obtained from any source.

ARTICLE VIII
OBLIGATIONS OF BOARD MEMBERS

- A. Pursuant to their Oath of Office on file with the Louisiana Secretary of State, each Member of the Board of Commissioners has an affirmative duty to support the Constitution and laws of the United States and the Constitution and laws of Louisiana and to faithfully and impartially discharge and perform all the duties incumbent upon them as a Commissioner on the Board of

Commissioners of the French Quarter Management District. See La. Const. Art. X, Sect. 30; La. R.S. 42:161.

- B. Pursuant to La. Attorney General Opinion 93-137, each Commissioner has an affirmative obligation, and is required by law, to attend all meetings of the Board of Commissioners. Attendance at meetings is not a discretionary duty of a Commissioner, but is, in the opinion of the Attorney General's office, a duty purely ministerial in nature that may be compelled by a writ of mandamus.
- C. Pursuant to La. R.S. 25:799 (E)(1), all powers of the Board of Commissioners exercised by a Commissioner shall be exercised for the best interest of the District to:
- Aid in the improvement of public safety, quality of life, and infrastructure in the District, Aid in the preservation of the District's history, character, charm, and architecture
 - Beautify the District's appearance
 - Address the District's hospitality needs and transportation and parking concerns
 - Increase the District's marketability and tourism and residential appeal.
- D. Each Commissioner holds a position of public trust. Accordingly, each Commissioner owes fiduciary duties to the District including, but not limited to, acting in the best interest of the District, and acting with independence, impartiality, and good faith.
- E. Each Commissioner has the fiduciary duty to maintain the confidentiality of executive sessions and/or the confidentiality of non-public records including, but not limited to, by not discussing or divulging the confidential matter with a non-Commissioner.
- F. Pursuant to La. R.S. 42:1112 and 1120.4, each Commissioner has an affirmative obligation, and is required by law, to recuse himself/herself from voting, and from participating in the debate or discussion, on any matter in which he/she has a personal substantial economic interest of which he/she may be reasonably expected to know involving the governmental entity.
- G. Pursuant to La. R.S. 42:1112 and 1120.4, each Commissioner has an affirmative obligation, and is required by law, to recuse himself/herself from voting, and from participating in the debate or discussion, on any matter in which he/she has actual knowledge that any of the following persons has a substantial economic interest:
- (1) Any member of their immediate family;
 - (2) Any person in which he/she has a substantial economic interest of which he/she may reasonably be expected to know;
 - (3) Any person of which he/she is an officer, director, trustee, partner or employee;
 - (4) Any person with whom he/she is negotiating or has an arrangement concerning prospective employment;
 - (5) Any person who is party to an existing contract with such Commissioner, or with any legal entity in which the Commissioner exercises control or owns an interest in excess of twenty-five percent (25%), or who owes anything of economic value to the Commissioner, or to any legal entity in which the Commissioner exercises control or owns an interest in excess of twenty-five percent (25%), and who by reason thereof is in a position to affect directly the economic interests of the Commissioner.
- H. Pursuant to La. R.S. 42:1112, each Commissioner has an affirmative obligation, and is required by law, to reject or refuse any direct or indirect gift, gratuity or thing of economic value from

any person or from any officer, director, agent, employee of such person if the Commissioner knows or should reasonably know that such person:

- (1) Has or is seeking to obtain contractual or other business or financial relationships with the District; or
- (2) Is seeking, for compensation, to influence the passage or defeat of legislation by the District.

- I. Pursuant to La. R.S. 42:1112, each Commissioner has an affirmative obligation, and is required by law, to reject or refuse any direct or indirect gift, gratuity or thing of economic value from any person or from any officer, director, agent, employee of such person if the Commissioner knows or should reasonably know that such person:
 - (1) Conducts operations or activities which are regulated by the District;
 - (2) Has substantial economic interests which may be substantially affected by the performance or nonperformance of Commissioner's official duty.
- J. As required by La. R.S. 42:1124.2.1799 (K)(2), each Commissioner has an affirmative obligation, and is required by law, to file an annual financial statement with the Louisiana Board of Ethics by May 15th for the previous year if he/she served on the Board of Commissioners during all or part of that year.
- K. Pursuant to La. R.S. 25:799 (K)(2), a Commissioner shall not be individually liable for any act or omission as provided in R.S. 9:2792.4 and/or other provision of law.

ARTICLE IX MEETINGS OF THE BOARD OF COMMISSIONERS

- A. Pursuant to La. R.S. 25:799 (C)(8), the Board of Commissioners shall meet in regular session no less than six (6) times a year and may meet in special session as convened by the Chair, or upon written notice of six Board Members, upon giving at least seventy-two (72) hours written notice to all Board Members.
- B. Consistent with La. R.S. 25:799 (C)(8), the Board of Commissioners shall meet in regular session eleven (11) times a year on the second Monday of January, February, March, April, May, June, July, September, October, November, and December. However, if the second Monday falls on a holiday, a religious holy day or significant special event in the City of New Orleans, the regular meeting shall be held on another designated day of the month.
- C. Pursuant to La. R.S. 25:799 (C)(8), a majority of the Board Members, not including vacancies, shall constitute a quorum of the Board of Commissioners.
- D. Pursuant to La. R.S. 25:799 (C)(10), the Board of Commissioners shall cause minutes and a record to be kept of all meetings of the Board of Commissioners.
- E. Pursuant to La. R.S. 25:799 (C)(8), except as provided in F of this Article, actions of the Board of Commissioners require approval by the affirmative vote of a majority of the Board Members present and voting.
- F. Pursuant to La. R.S. 25:799 (C)(9), no action of the Board of Commissioners shall be authorized on any of the following, unless approved by a majority plus one of the total Board membership

- (1) The adoption of bylaws and other rules and regulations for conduct of the District's business.
- (2) The hiring and firing of the District's administrator.
- (3) The adoption or amendment of the annual budget.
- (4) The election of officers.
- (5) The adoption or amendment of action plans or policy.

G. Pursuant to La. R.S. 25:799 (C)(11), all meetings of the Board of Commissioners shall be in accordance with the Open Meetings Law.

(1) All votes of the Board of Commissioners shall be *viva voce* by roll call and recorded in the minutes. La. R.S. 42:14(C).

(2) It is prohibited to utilize any manner of proxy voting procedure, secret balloting, or any other means to circumvent the intent of R.S. 42:11, *et seq.* La. R.S. 42:14(B).

(3) Voting by phone is prohibited. La. Attorney Gen. Op. 93-137.

H. Remarks and discussions during Board meetings shall be courteous and respectful in language and deportment.

ARTICLE X PUBLIC NOTICES & AGENDAS

A. Pursuant to La. R.S. 42:19(A)(1)(a), the time, date and meeting place of all regular meetings or regularly held special meetings of the District scheduled for the year shall be posted on the District's website at the beginning of each January.

B. Consistent with La. R.S. 42:19(A)(1)(b), written public notice shall be issued and agenda posted of all Board, Committee, Task Force, Citizen Advisory Group and other public meetings of the District at least one business day in advance of the meeting. The notice shall identify the Board, Committee, etc., that is convening the meeting and include the items on the agenda, and the date, time and place of the meeting. Each item on the agenda shall be listed separately and described in reasonable specificity. Upon unanimous approval of the members present, the Board, Committee, etc., may take up a matter not on the agenda as long as it is not a subterfuge to defeat the foregoing requirements.

C. Pursuant to the requirements of La. R.S. 25:799 (C)(10), the Times-Picayune/New Orleans Advocate is the newspaper of general circulation within the territorial jurisdiction of the District that the Board of Commissioners has selected as its official journal in which the District shall publish all official notices as are required by law.

ARTICLE XI DISTRICT WEBSITE

A. The District shall maintain a website at www.fqmd.org.

B. Consistent with La. R.S. 42:19(A)(1)(a), at the beginning of January of each year, a calendar of all of the District's meetings scheduled for the year, including the time, date and meeting place of the meetings shall be posted on the District's website.

- C. After the Board of Commissioners has adopted minutes of a Board Meeting, the adopted minutes shall be posted on www.fgmd.org.

**ARTICLE XII
PAYMENTS TO BOARD MEMBERS PROHIBITED**

- A. Pursuant to La. R.S. 25:799 (C)(6), Members of the Board of Commissioners shall serve without pay or per diem.
- B. Pursuant to La. R.S. 25:799 (C)(6), the Board of Commissioners may reimburse any Board Member for reasonable and necessary expenses actually incurred with the authorization of the Board in the performance of duties on behalf of the District.

**ARTICLE XIII
VIEUX CARRE COMMISSION APPROVAL**

- A. Pursuant to La. R.S. 25:799 (E)(2), prior to any work of the Board of Commissioners or the District on, abutting or affecting the exterior of a building or a public sidewalk, street, or space in the Vieux Carre, or the appearance of the Vieux Carre, the proposed work shall be submitted to Vieux Carre Commission (VCC) for recommendation and approval.
- B. Pursuant to La. R.S. 25:799 (E)(3), the Board of Commissioners, the District, or both, shall obtain permits from the Vieux Carre Commission (VCC) as necessary and appropriate.

**ARTICLE XIV
COMMITTEES, TASK FORCES AND CITIZEN ADVISORY COMMITTEES**

- A. The Board of Commissioners may create committees, task forces and/or citizen advisory committees (Committees) composed entirely of members of the Board, entirely of non-Board members, or a combination thereof, as it deems necessary and appropriate. A Committee may be permanent or created for a limited term or project. All rules in La. R.S. 42:11, et seq., that are applicable to a meeting of the Board of Commissioners are applicable to a Committee meeting, for example, all meetings shall be open to the public, allow public comment, be properly noticed, etc.
1. The Chair of the Board of Commissioners shall nominate prospective Committee, Task Force and Citizen Advisory Committee (Committee) members, including officers (for example, Chair, Vice-Chair, or two (2) Co-Chairs), to the Board of Commissioners for the Board to appoint. The Board may set term limits for the officers of a Committee. All Committees, Task Forces and Citizen Advisory Committees shall be, for the purposes of La. R.S. 42:11 through La. R.S. 42:28, considered a Citizen Advisory Committee.
- a. Nominations made by the Chair of the Board of Commissioners should be guided by the need to achieve balance and even representation/contributions during Committee deliberations and by the nominee's nexus to the French Quarter.

- b. Eligibility for nominations for officers of a Committee shall be as follows:
 - i. A candidate for appointment as a Chair shall be a sitting Commissioner or be (1) a domiciled and qualified voter in the District; (2) employed full-time in the District; and/or (3) own and/or operate a hotel or business in the District;
 - ii. For candidates for appointment as co-chairs, at least one shall meet the requirements for Chair as set out in (i) above and the other shall have a French Quarter nexus determined sufficient by the Board; and
 - iii. A candidate for vice-chair shall either (1) meet the requirements for Chair as set out in (i) above or (2) a French Quarter nexus determined by the Board.
 - c. Continuation of Committee membership is not dependent upon a member's regular attendance at Committee meetings, but membership will terminate upon (i) missing six (6) regularly noticed meetings within one (1) year period without an excuse; (ii) resignation submitted in writing to the Chair of the Board of Commissioners; or (iii) termination of eligibility for membership. It is sufficient that a Committee member provides a benefit to the Committee or the work of the Committee. Nonetheless, the Chair of the Board of Commissioners shall periodically discuss attendance of Committee members with the officers of the Committee to evaluate Committee membership needs. The Chair of the Board of Commissioners may propose the removal of any member of a Committee to the Board of Commissioners for the Board of Commissioners to remove.
 - d. In keeping with public policy of La. R.S. 25:799 (C)(4), any Committee Officer who misses more than fifty percent (50%) of the regularly noticed meetings of their respective Committee in any calendar year shall be disqualified and removed automatically from office and that person's position shall be vacant as of the first day of the next calendar month.
2. Officers and members of a Committee shall serve without pay or per diem.
 3. Officers and members of a Committee shall not use their service or membership on a Committee to further their own personal interests or the interests of their family, friends, colleagues, clients or supporters.
 4. Officers and members of a Committee shall faithfully and impartially discharge and perform all the duties incumbent on them as a member or officer of a Committee, in the best interest of the District, and according to the best of their ability and understanding.
 5. Officers and members of a Committee shall inform the Committee Chair and fellow

members of any potential conflict of interest they may have regarding a matter before the Committee, and shall not vote or participate in the discussion or debate on any issue in which they have a conflict of interest. "Conflict of interest" as used herein includes any interest that would materially affect, directly or indirectly, their financial interests or those of a member of their family or household, business or employment, or a personal, family, or client interest.

6. Officers and members of a Committee shall not violate the trust of the public or the Board of Commissioners.

B. Officers and members of a Committee, Task Force, or Citizen Advisory Group, shall obtain prior approval from the Board of Commissioners or the Chair when speaking on an issue on behalf of the District, Board of Commissioners.

When meeting with an elected or appointed official, employee or public body, or the press, a Committee officer or member has full right to exercise their first amendment rights and shall clarify whether they are commenting as themselves or making a pre-approved statement on behalf of the District. Officers are asked to use discretion when exercising their first amendment rights as they may be publicly recognized as an FQMD officer. No member of an FQMD Committee or subcommittee shall engage in written or verbal communication stating a specific FQMD position or conclusion without prior approval of the Board or the Chair.

C. In keeping with the public policy of La. R.S. 42:11, et seq., all meetings of a Committee shall be open to the public.

1. A quorum of the membership of a Committee shall only deliberate, discuss or debate the business of the Committee in a properly noticed public meeting.
2. It is prohibited to decide Committee action outside of a properly noticed Committee meeting. As stated in La. R.S. 42:12, it is essential to the maintenance of a democratic society that public business be performed in an open and public manner and that the citizens be advised of and aware of the deliberations and decisions that go into the making of public policy. This provision will not preclude sharing information and materials, provided that such information and materials are accessible to the public
3. It is prohibited for a Committee to informally poll Committee members or their position on a matter and/or to hold a meeting or poll Committee members by email or telephone.
4. Committees may take notes, but are not required to take minutes. Nonetheless, in keeping with public policy of La. R.S. 42:11 et seq., the Chair/Co-Chairs of a Committee shall record the names of the Committee members attending a Committee meeting and a record shall be kept of all motions made and votes and action taken. Furthermore, such notes shall include: 1. The date, time and place of the meeting; 2. Individual role-call vote to go into Executive Session; and 3. The notes/minutes shall be posted on the

Commissions website one week following acceptance of such minutes or notes at the next scheduled meeting of the Board of Commissioners. The Chair/Co-Chairs of the Committee shall make a written report of the activities and votes of the Committee to the Board of Commissioners during the Board's regular or Special meeting. Written reports may be supplemented by reports during the Board's regular or Special meeting.

5. In keeping with the policy of La. R.S. 42:14 (D), during every meeting of the Committee, officers shall allow public comment prior to every vote, and on each agenda item on which action is to be taken. Such comment may be subject to guidelines such as time limit, speaking to items on the agenda, etc.
 - a. Following a motion being made to the Committee and seconded, all Committee questions and comments related to the motion shall be adequately discussed before a vote or action is taken.
 - b. Only the members of a Committee shall participate in voting, but the Chair/Co-Chairs of the Committee, or the Chair's designee, may ask each attendee their position on the question before the Committee.
 - c. All votes of the Committee shall be viva voce. Pursuant to La. Attorney General Opinion No. 19-0022, a show of hands does not comply with the viva voce requirement.
6. Remarks and discussion during Committee meetings shall be courteous in language and deportment.
7. When a quorum of the membership of a Committee is not present at a properly scheduled and noticed meeting of a Committee, the Chair/Co-Chairs of the Committee may decide to hold the meeting or to reschedule it. If the noticed meeting is held without a quorum, no voting action may occur.
8. Every January, the Chair or Co-Chairs of each Committee shall submit a work plan for the year to the Board of Commissioners for its approval.

D. In keeping with the public policy of La. R.S. 42:11 et seq., the time, date, and meeting place of all regular meetings of a Committee for the year shall be timely submitted by the Chair/Co-Chairs of the Committee to the Chair of the Board of Commissioners, or his/her designee, so that notice of the meetings is able to be posted on the District's website at the beginning of each January.

E. In keeping with the public policy of La. R.S. 42:11 et seq., the Chair/Co-Chairs of each Committee shall send the notice and agenda of each meeting to the Chair of the Board of Commissioners, or Chair's designee, at least seven (7) days in advance of the meeting so that

notice and agenda may be posted on the District's website and sent out by the District.

1. The notice shall include the items on the agenda, and the date, time and place of the meeting.
2. Each item on the agenda shall be listed separately in reasonable specificity.
3. Upon unanimous approval of the members present at a meeting, a Committee may take up a matter not on the agenda as long as it is not a subterfuge to defeat the foregoing notice requirements.

F. Pursuant to La. R.S. 25:799 (K)(2), a person who serves as a member of the District and acting in good faith shall not be individually liable for any act or omission as provided in R. S. 9:2792.4 or any other provision of law.

ARTICLE XV MISCELLANEOUS

- A. Pursuant to La. R.S. 25:799 (C)(6), Commissioners shall serve without pay or per diem.
- B. The fiscal year of the District and the Board of Commissioners shall begin on January 1 and end on December 31 of each year.
- C. Pursuant to La. R.S. 25:799 (H), nothing in La. R.S. 25:796, et seq., is intended nor shall be deemed to change or affect the structure or organization or the particular distribution and redistribution of the powers and functions of the home rule charter of the City of New Orleans.