

**Greater Alexandria Economic Development Authority  
Special Call Meeting Minutes**

Minutes: Meeting of Thursday, May 23, 2024

Present: Mr. Greg Upton, Chair; Dr. Curtis Lewis, Vice Chair; Mrs. Paula Katz, Secretary/Treasurer; Mr. John Carroll, Mr. Chris Patel, Mr. Ronald Morgan, Mr. John Callis

The special call meeting of the Greater Alexandria Economic Development Authority's was called to order by Commissioner Upton at 8:00 a.m. Executive Director Angela Varnado called the roll. A quorum was present.

It was moved by Commissioner Lewis and seconded by Commissioner Katz to add public comments to each agenda item. A discussion was held. A roll call vote was as follows:

Commissioner Upton -No  
Commissioner Lewis- Yes  
Commissioner Katz- Yes  
Commissioner Carroll- No  
Commissioner Patel -No  
Commissioner Morgan- Yes  
Commissioner Callis- No  
There being no further comments, motion failed 3 to 4.

The Board heard public comments from the public comments. A discussion was held.

It was moved by Commissioner Lewis and seconded by Commissioner Katz to remove Items from the agenda with regards to "a Plan of Liquidation of GAEDA. A discussion was held. A roll call vote was as follows:

Commissioner Upton -No  
Commissioner Lewis- Yes  
Commissioner Katz- Yes  
Commissioner Carroll- No  
Commissioner Patel -No  
Commissioner Morgan- Yes  
Commissioner Callis- No  
There being no further comments, motion failed 3 to 4.

It was moved by Commissioner Upton and seconded by Commissioner Callis to do the following:

1) To consider hiring a liquidating attorney to prepare a Plan of Liquidation to wind up, shut down, and terminate the affairs and operations of the Greater Alexandria Economic Development ("GAEDA") and close GAEDA's office.

A Motion:

To hire Barbara Melton as the Liquidating Attorney ("Liquidating Attorney") to present a "Plan of Liquidation" to the GAEDA commission on or before July 12, 2024. The Plan of Liquidation shall include, but not be limited to, the following:

- i) A timeline and plan of action to wind up, shut down, and terminate the affairs and operations of GAEDA and close GAEDA's office;
- ii) The repeal of the hotel occupancy tax levied by the GAEDA pursuant to La. Rev. Stat 33 :2740.60; and
- iii) Completing the task of winding up, shutting down, and terminating the affairs and operations of GAEDA and closing GAEDA's office on or before September 30, 2024.

In order to commence the process of drafting and implementing a Plan of Liquidation, the GAEDA Commission approves and implements, effective immediately, the following:

- i) Barbara Melton, as GAEDA's Liquidating Attorney, shall assume responsibility for all legal matters currently pending or involving GAEDA and shall assume responsibility for all legal matters which may arise in the future;
- ii) The Liquidating Attorney shall be paid the same hourly rate as previous contract counsel; that is, \$250.00 per hour;
- iii) An amendment to the budget to add \$30,000 for the preparation, implementation and execution of the Plan of Liquidation ("Liquidation Budget");
- iv) The Liquidating Attorney's legal fees can be paid out of the current "Legal" budget and the Liquidation Budget;
- v) The Chairperson and Commissioner John Callis, acting together, are authorized to approve and authorize for payment all invoices submitted to GAEDA by the Liquidating Attorney and all invoices submitted by any person or legal entity for services rendered in connection with the preparation, implementation or execution of the Plan of Liquidation;
- vi) Commissioner John Callis and the Chairperson are authorized to sign all checks or authorize any electronic drafts necessary for the payment of any invoices submitted by (a) the Liquidating Attorney for services provided to GAEDA or (b) any other person or legal entity for services provided to GAEDA in connection with the preparation, implementation or execution of the Plan of Liquidation;
- vii) All GAEDA employees shall fully cooperate with the Liquidating Attorney by providing and compiling any and all information requested by the Liquidating Attorney and providing the Liquidating Attorney with full and complete access to the office and all GAEDA records; and
- viii) All scheduled GAEDA Commission meetings are hereby cancelled. No vote was taken.

A discussion was held regarding considering the items from Commissioner Patel's substitute motion to:

1. Hire Barbara Melton on a temporary basis as the attorney for GAEDA. Barbra Melton, as GAEDA's attorney, shall assume responsibility for all legal matters currently pending or involving GAEDA and shall assume responsibility for all legal matters which may arise in the future. Barbra Melton shall be paid the same hourly rate as the previous contract counsel, only during the temporary appointment. A roll call vote was as follows:
2. Authorize the Chair and Commissioner Callis, acting together, to approve for payment of all future legal invoices submitted to GAEDA, and sign all checks or authorized any electronic drafts necessary for the payment of such legal invoices.
3. Approve the minutes of the April 5, 2024 Special Commission Meeting held at the Hotel Bentley, Bayou
4. Approve the minutes of the April 25, 2024 Special Commission Meeting held at the Hotel Bentley, Bayou Roberts Room.

It was moved by Commissioner Carroll and seconded by Commissioner Callis to amend the substitute motion presented by Commissioner Patel to consider each item separately.

A discussion was held. A roll call vote was as follows:

Commissioner Upton -Yes

Commissioner Lewis- Yes

Commissioner Katz- Yes

Commissioner Carroll- Yes

Commissioner Patel -Yes

Commissioner Morgan- Yes

Commissioner Callis- Yes

There being no further comments, the motion passed by unanimous vote.

It was moved by Commissioner Lewis and seconded by Commissioner Katz to hire Tiffany N. Sanders on a temporary basis as the attorney for GAEDA. Tiffany N. Sanders, as GAEDA's attorney, shall assume responsibility for all legal matters currently pending or involving GAEDA and shall assume responsibility for all legal matters which may arise in the future. A discussion was held. A roll call vote was as follows:

Commissioner Upton -No

Commissioner Lewis- Yes

Commissioner Katz- Yes

Commissioner Carroll- No

Commissioner Patel -No

Commissioner Morgan- Yes

Commissioner Callis- No

There being no further comments, the motion failed by 3 to 4 votes.

It was moved by Commissioner Carroll and seconded by Commissioner Callis to hire Barbara Melton on a temporary basis as the attorney for GAEDA. Barbra Melton, as GAEDA's attorney, shall assume responsibility for all legal matters currently pending or involving GAEDA and shall assume responsibility for all legal matters which may arise in the future. Barbra Melton shall be paid the same hourly rate as the previous contract counsel, only during the temporary appointment. A roll call vote was as follows:

Commissioner Upton -Yes  
Commissioner Lewis- No  
Commissioner Katz- No  
Commissioner Carroll- Yes  
Commissioner Patel -Yes  
Commissioner Morgan- No  
Commissioner Callis- Yes

There being no further comments, the motion passed by 4 to 3 votes.

A motion to authorize the Chair and Commissioner Callis, acting together, to approve for payment of all future legal invoices submitted to GAEDA, and sign all checks or authorized any electronic drafts necessary for the payment of such legal invoices died for lack of a motion and/or a second.

It was moved by Commissioner Carroll and seconded by Commissioner Callis to approve the minutes of the April 5, 2024 Special Commission Meeting held at the Hotel Bentley, Bayou Roberts Room. A roll call vote was as follows:

Commissioner Upton -Yes  
Commissioner Lewis- No  
Commissioner Katz- No  
Commissioner Carroll- Yes  
Commissioner Patel -Yes  
Commissioner Morgan- No  
Commissioner Callis- Yes

There being no further comments, the motion passed by 4 to 3 votes.

It was moved by Commissioner Callis and seconded by Commissioner Carroll to approve the minutes of the April 25, 2024 Special Commission Meeting held at the Hotel Bentley, Bayou Roberts Room. A roll call vote was as follows:

Commissioner Upton -Yes  
Commissioner Lewis- No  
Commissioner Katz- No  
Commissioner Carroll- Yes  
Commissioner Patel -Yes  
Commissioner Morgan- No  
Commissioner Callis- Yes

There being no further comments, the motion passed by 4 to 3 votes.

There being no further business to come before the Board, the meeting was adjourned at 11:30 a. m.