

**MINUTES OF THE  
SOUTHEAST LOUISIANA FLOOD PROTECTION AUTHORITY–EAST  
SPECIAL BOARD MEETING  
THURSDAY, JUNE 21, 2022**

The Special Board Meeting of the Southeast Louisiana Flood Protection Authority-East (Authority or FPA) was held on June 21, 2022, in the New Orleans Lakefront Airport Terminal Building, Second Floor Conference Room, 6001 Stars and Stripes Boulevard, New Orleans, Louisiana, after due legal notice of the meeting was sent to each Board member and the news media and posted.

Mr. Morgan called the meeting to order at 12:00 p.m. and led in the pledge of allegiance. Mr. Cosse called the roll and a quorum was present:

**PRESENT:**

Mark L. Morgan, President  
Roy M. Arrigo, Vice President  
K. Randall Noel, Treasurer  
Clay A. Cosse, Secretary  
Richard G. Duplantier, Jr.  
Eugene J. Joanen, IV  
Jason P. Latiolais  
Herbert I. Miller  
Herbert T. Weysham, III

**ABSENT:**

None

**OPENING COMMENTS BY PRESIDENT AND COMMISSIONERS:**

Mr. Morgan stated that he had been doing this a long time, almost 16 years, and had never been through anything like this before; however, he would try to be open and honest and would give Mr. Cosse a chance for rebuttal, questions and comments and to have the last word. He stated that he wanted to make sure that it was a fair and open hearing and advised that should staff or anyone in the public wish to comment or have questions to raise their hand and at the appropriate time they would be recognized.

Mr. Noel thanked the Commissioners for electing him to serve as President effective July 1, 2022. He stated that he looked forward to his new role and protecting the City of New Orleans and Jefferson and St. Bernard Parishes from flooding.

**ADOPTION OF AGENDA:**

The motion offered by Mr. Duplantier and seconded by Mr. Miller to adopt the agenda was adopted with one nay vote by Mr. Joanen.

## **PUBLIC COMMENTS:**

No public comment cards were received. Mr. Morgan reiterated that anyone with comments, questions or issues could raise their hand at any time and be recognized.

## **NEW BUSINESS:**

### **1. Discussion and motion to remove Clay Cosse as a Board member and recommendation to Governor to ask for his removal.**

Mr. Morgan advised that since the Board did not have anything organized he would start. He stated that the issue of Mr. Cosse running his own gambit had gone on for some time and that obviously he was not happy with the appointment of Kelli Chandler as Regional Director. Mr. Morgan stated that Mr. Cosse was told that he was heard and that his disagreement was recognized, but that he should back off, and Mr. Cosse replied that he was never going to back off. Mr. Morgan stated that Mr. Cosse started sharing emails related to legal and human resources (HR) with the public and the press, and that he asked Mr. Cosse to stop this, but he kept doing it. He noted that there was one specific email about the FPA being under a HR audit in which he told Board members that the FPA was being audited and that there would be some critical issues, so please don't share this or any other email. Executive Counsel was copied on the email. He stated that Mr. Cosse sent that email to his wife's email address and sections of it later showed up in a newspaper. He said that that no matter what they did, whether it was legal or human resources related, Mr. Cosse caused the Board to lose focus on what was important. The FPA was under some real issues this year with the Permanent Canal Closures and Pumps (PCCP) pump stations and other things that the FPA had to do a lot of work on and they had to address all these other things.

Mr. Morgan pointed out for the record that the Advocate article was well written regarding Mr. Cosse's disagreement with the Board's programs, etc., but the one thing it did not mention was flood protection. He stated that the article talked about all the things that Mr. Cosse was critical of; however, the Board is in the flood protection business and he thought that it should focus on flood protection more than internal disagreements. He stated that Mr. Cosse made his point and that it was well taken and understood, and he pointed out that the Board changed its Bylaws to address those issues for the future.

Mr. Morgan explained that Mr. Weysham wrote an email that questioned some of Senator Harris' decisions and sent it to Board members so that it could better improve their communications with the Senator. Mr. Cosse sent that email to Senator Harris. He stated that Mr. Joanen said this morning that Mr. Weysham was not going to be reappointed. Mr. Morgan added that Mr. Cosse had specifically said to Senator Harris, don't reappoint him, or that he was up for reappointment, because of the email. Mr. Weysham stated that that he will say it publicly that Senator Harris is a piece of s--t. (then something garbled)

Mr. Morgan stated that he read Mr. Joanen's email and that it should be made part of the record; however, he was a little surprised because essentially the reason he resigned was because of Mr. Cosse. He said that when Mr. Joanen received an email one day that Mr. Cosse and Wilma Heaton were not copied on, he forwarded it to them. Mr. Morgan assumed that the next thing to happen would be the press would show up at the airport and question Ms. Heaton about the issue. However, Ms. Heaton was given fair notice, adjusted her schedule and did not answer the press's questions. He stated that when Mr. Duplantier sent the email he said to himself that he better not copy Mr. Cosse on it because it would end up in the press. The email was about a legal issue relative to whether the Lakefront Management Authority was operating under its Intergovernmental Agreement, and it ended up in the press. He said that these are just a few of the stories and that he may have more later on.

Mr. Morgan stated that Mr. Cosse had created a lot of distractions, made his job tougher and that staff threatened to sue the Board because of his actions. He said that the Board took steps to try to minimize the harassment as quoted in the letter to the Board from the attorney.

Mr. Morgan asked Mr. Cosse did he have any comment. Mr. Cosse responded, not at the moment. He inquired about Mr. Morgan's comment regarding the litigation threat. Mr. Morgan explained that a FPA staff member threatened to sue because of harassment by Mr. Cosse, and that he had asked Mr. Cosse to stop, and Mr. Cosse had told him that he was never going to stop. Mr. Cosse responded that what Mr. Morgan stated was not exactly what he had said and that his words were being twisted.

Mr. Joanen stated that Mr. Morgan went through a litany of things that all of the Board members were aware of and when looked at individually, some may say was a dissenting opinion and some may say was harassment or vindictive; regardless the Board had every opportunity in each instance to try to resolve it. He pointed out that Mr. Morgan was saying that the Board had all of these instances and none of them had been resolved. He reminded the Board that last year three Senators shook their finger at the three Commissioners who were up for confirmation. Mr. Cosse, who was one of the three Commissioners, came back with a mission and the HR Committee was established. He said that he never understood until Mr. Miller broke it down somewhat the reason the HR Committee was so short lived.

Mr. Joanen stated that relative to the letter from the attorney, all of the Commissioners received a letter from Michelle White and that he had asked for, but had yet to see, a response from the Board's Executive Counsel. Regarding communications, sometimes some Commissioners are left out, and sometimes some are not left out, with no clear rhyme or reason, and that at some point he just threw up his hands. He explained that the main reason he decided to step down was because he just did not have the bandwidth for this. He said that he is all about doing what is right and a centrist, and that he demonstrated this in every meeting. He stated that he listened to both sides, but at this point in time he did not know the right decision to make. If something should have been handled, it should have been nipped in the bud a long time ago and that did not happen.

Now, the Board is in a position where some of the members are leaving for good and they are deciding on the fate of Commissioner Cosse who during his tenure attended 66 Board meetings and only missed four meetings. He pointed out that Mr. Cosse was recently reelected to serve as the Secretary of the Board. He explained that you don't have to like the person, but can respect the position, and that sometimes he sees this happening and sometimes he does not.

Mr. Joanen advised that he wrote a statement for the Board and had about five additional pages, but thought that no one would have time to read it. He said that one point he would like to make is that Mr. Cosse did not have very much time to prepare himself, let alone defend against anything. He stated that Mr. Morgan gave a litany of things, and perhaps Mr. Duplantier and Ms. White have something coming that is the coup de grâce in terms of what each Board member shall have to do, but Mr. Cosse was not given that opportunity. He pointed out that if he or any other Board member was brought up like this, they would say give me the ability to defend myself, but not in an open public forum. He said that Board members have said this so many times in their internal emails—that they should discuss an issue and get it sorted out before they go public with it for lots of good reasons. Therefore, he did not think this particular proceeding leading up to today had been fair, and that regardless of whether Mr. Cosse was right or wrong or whatever, this is America, and this is not a kangaroo court. He said that he did not understand how this meeting came to be when Board members had so many opportunities to resolve the issues amongst themselves. He noted that he had seen another pattern in just the top of this organization; that is, there was no compromise and no in between—it's either all or nothing. If you're not with a certain agenda, then you're on the outside. He said that he truly believed that had he stayed on the Board, he would probably be right here and in the same boat as Mr. Cosse. The Board knew that it had already won the battle with him and that he was on the way out; however, he still tried to do his job and so did Mr. Cosse. The reason the Board has nine Commissioners is so there can be diversity and dissenting opinions. There is always going to be that one person who doesn't get it, doesn't show up or is a lame duck, but you can't win them all; however, the Board has to be tolerant to an extent. Therefore, he said that he looked forward to hearing today the reason Mr. Cosse should be removed from his position and that the Board should recommend this to the Governor who put him here. He added that he had a lot more to say, but that he had taken up enough time.

Mr. Morgan stated he wanted to address two points. First, he probably could have forced an executive session; however, there are a lot of restrictions on executive sessions and staff had a lot of questions and comments they wanted to make. If the Board had an executive session, it would have been limited to just to the few Board members. Mr. Joanen pointed out that he and Mr. Cosse had asked for executive sessions in the past and they were both met with dismissiveness. Mr. Morgan responded that there are a lot of restrictions on when the Board can have executive sessions and that Board meetings are supposed to be open and public. Mr. Miller noted that he had asked for executive sessions when he was President, but was denied

because the requests did not comply with the requirements for an executive session. Mr. Joanen stated that he was, unfortunately, ignorant on all of those requirements.

Mr. Weysham explained that he had disagreements with Mr. Cosse in the past, but that he can disagree with someone and still understand their point of view. He said that he does not hold it against them, as far as trying to remove them, and would give a fair chance on anything. He stated that if the Board goes forward with the motion to remove Mr. Cosse, it would have to come from the Board's legal counsel, and that legal counsel would have to tell him that what he had done that was against the Bylaws and was grounds for dismissal. He added that he would give everyone a fair chance and that everyone has their own opinion.

Mr. Joanen advised that Mr. Miller did his best to try to explain things to him yesterday; however, he did not answer all of his questions and he was finding things out in real time. He said that he told Mr. Miller that he was confused about Michelle White's role as Executive Counsel—did Ms. White work for Kelli Chandler, or did she work for the Board. If Ms. White worked for the Board, why did it seem she was only working for certain people and not others. He asked Mr. Cosse did he have access to Ms. White prior to today's meeting, and did she reach out to inform him about the procedures and provide some idea about what he would be up against? Mr. Cosse responded, no. Mr. Joanen said that he did not know whether this should have been done. He asked why Mr. Duplantier, the Legal Committee nor Ms. White had not taken other means to manage this issue, and, if it was so egregious, and why had it not been managed a long time ago. He asked why this was happening now and was not the fact that the Board had let this carry on of and by itself an issue. He referred back to when he was a kid and his father would ride him causing him to over respond. He said that he thought that this may be what Mr. Cosse was doing. He stated that he knew that Mr. Cosse went to church every single day and was a good person, and that he did not think Mr. Cosse's intentions were bad. Mr. Joanen said that he did not know Mr. Cosse before he came on the Board and did not know what they had in common, other than they see certain things the same way and disagreed on other things. He said that he did not think it was fair or befitting of the Board to carry on this way. He stated that Mr. Cosse was set up to fail when a Senator charged him, Mr. Duplantier and Mr. Arrigo to come back and do something about certain issues, and he never felt that things were really resolved.

Mr. Duplantier stated that he wanted to respond to this specific issue and that it was a cumulative situation that brought the Board to this day. This was not a decision that Mr. Morgan, as President, took lightly. It took a long time to come to this day. Mr. Joanen asked, then why hadn't Mr. Cosse been presented with anything in writing, and why hadn't the rest of the Board members, who were being asked to make these important decisions in public today, been provided with actual information—a litany, list or accounting—so that Mr. Cosse could adequately defend himself, which is the way that things are done in this country. This was what he was trying to address here.

Mr. Joanen stated that he did not know whether Mr. Cosse was guilty or not, but that he was talking about the process. He said that since the beginning of his time on this

Board, all he ever complained about was the “process”. He explained that he was suffering from kidney stones today, but was not going to stay home and watch a kangaroo court happen. He asked what was the Board doing? He said that this was not how the Board conducts itself and that the Board was better than this. He reiterated that an accounting should have been provided to Mr. Cosse, and if it hadn’t for this day, then it should have been provided a long time ago. He added that the Board would be going into histrionics, there would be many vague platitudes, and the Board would be depending on legal counsel who may or may not really have it right—Board members would not know. He stated that Mr. Cosse did not have legal counsel, nor did he or the other Commissioners, and that he did not feel represented. He said that he was on his own, vulnerable and exposed, at this meeting.

Mr. Morgan stated that Mr. Joanen brought up a couple of good points. He said that fiduciary responsibility is the primary and only reason the Board can dismiss a member. This would fall under Mr. Cosse sharing emails of legal consequence, such as the Board is being sued, and sharing emails that would cause undue pressure and scrutiny on the Board or cost the Board financially.

Mr. Joanen responded that he did not believe that Mr. Cosse would purposefully break the law. Mr. Morgan replied, well, he has, and that he had advised Mr. Cosse in writing that he had broken the law and Mr. Cosse stated that he did not care what he (Mr. Morgan) said and that he would continue to do it. He added that he thought that the Board saw this correspondence.

Mr. Duplantier advised that this was what brought the Board to this day. He stated that Mr. Joanen started his discussion by saying that he (Mr. Duplantier) had a finger pointed at him at his confirmation hearing last year and was told to fix some issues. He said that an HR Committee was created and chaired by Clay Cosse, and that not once in the last year had Mr. Cosse communicated directly with him about what he was doing as Chairman of the HR Committee. He added, yes, he communicated with him about what he wanted to do, about what he was going to do, and what he would like to do.

Mr. Joanen interjected that the HR Committee lasted a month. Mr. Duplantier responded that the HR Committee did not last a month. The HR Committee actually lasted over the course of three meetings. He stated that he had sent email communications to Mr. Cosse about the issue and asked why was he not being told what was happening. He pointed out that this was not what brought the Board here today. What brought the Board here today was crossing a line, whether it happened three months ago or yesterday, it was crossing a line of breaching the fiduciary obligations to the Commission. He stated that Mr. Cosse was sharing confidential information outside of the organization and that the President told him it was a violation of the law and instructed him to cease. Instead of ceasing, he continued doing it to the point where he took interim communications that were both confidential and sensitive and he shared them with the public and with Senator Harris, which resulted in Senator Harris taking action against Herbert Weysham. The violation of the law is unequivocal.

Mr. Duplantier advised that the Board's communications are subject to the Louisiana Public Records Law and that this had been explained to the Commissioners in multiple communications. It was explained in specific reference to actions that Mr. Cosse was taking. The Board has a process for its communications to be released to the public. The process is supposed to be followed. The Commissioners have all been instructed on that process. He stated that Mr. Cosse decided to ignore those specific instructions, and the specific statement, and that by continuing to breach that law, a Commissioner is breaching his fiduciary obligations.

Mr. Duplantier stated that for him, as a lawyer, if a Commissioner crosses that line, after being told he is breaking the law, that's the straw that breaks the camel's back, and there is no going back from that. He said that at this point, he did not have a level of ability to communicate among Commissioners openly in emails without fear that his communications are going to be shared outside of the confines of the law. He stated that the Board cannot and should not ignore this. If the violation happens once and there is a warning, the violation happens twice and there is an explanation, the violation happens a third time and there are actual legal and political consequences, the Board has an obligation to act. He stated that this was the reason he was here.

Mr. Joanen stated that he understood and appreciated what Mr. Duplantier stated; however, he wanted to know when the straw that broke the camel's back occurred – was it yesterday or six months ago, and the reason action was not taken at that time. Mr. Duplantier responded that the reason was because the Board was focused on flood protection. Mr. Joanen stated that as a nine-member Board, it is focused many things, makes time to get many things done and has many different initiatives, and that his understanding was that was the reason the Board was here. He stated that Mr. Cosse, Mr. Duplantier and other Board members always bring up "we've got to get our minds back on flood protection". He reminded the Board that immediately at the wake of the confirmation hearing he asked the Board to "please get this behind us and get on with our business". However, it just seems to have gotten worse and not better. Regarding Mr. Cosse's misgivings or things brought to his attention, Mr. Joanen stated that the rest of the Board should have been clearly informed and the information or process clearly disseminated to all Board members. He said that he was here today, as he had been so many times before, just not aware. He said that perhaps it was his laziness or he did not read everything that came across his desk, but in many ways he believed that Board members have not been as informed as they could be, show up and make decisions right on the spot.

Mr. Miller stated that Mr. Joanen said that the Board should discuss exactly what the charges are and give Mr. Cosse and everyone else the opportunity to comment on those issues. Certainly, the Commissioners should know the issues so that they could decide how they should be broken down and whether they are substantive and should result in the Board's recommendation for removal or not. He stated that as Chairman of the Legal Committee, Mr. Duplantier had put some of that stuff together at the request of the President of the Board, and that he thought it would be beneficial to just go into that and have the Board open up the discussion.

Mr. Joanen responded that he appreciated Mr. Miller's comments; however, it was likely going to be a lot to absorb and would place all of the Board members on the spot to make a decision today. He recommended that the Board carry on with what Mr. Miller suggested, but that all of the Board members be given time to absorb the data or evidence and come together again after cooler heads prevail either at the next Board meeting, an Executive Committee meeting or another Special Board Meeting, and resume after having received all of the facts and having time to kick the tires on it.

Mr. Joanen stated that all of the Commissioners want to do the right thing and that a pile of stuff should not just be thrown on them. He said that all this time he was not aware of all of the details and was now being asked to decide on Mr. Cosse's fate. He reiterated that he believed that Mr. Cosse is a good person and was not out to hurt the Authority, and that in his mind he thought that he was helping the Authority, which is the case with all of the Commissioners regarding their actions. He reiterated that he was just asking that the information be presented and that the Board members be given time to think about it, absorb it and ask fundamental questions. Some members may want to ask questions not off the public record. This is important. He reminded the Board that Mr. Morgan stated that this was unprecedented. Mr. Joanen explained that he tried to find a precedent and in 50 years had not found one; therefore, he wanted to know the reason. If precedents do exist, then all of the Commissioners should be afforded the opportunity to understand them. He reiterated that his suggestion was to carry on, but that he strongly recommended that the Commissioners be allowed time to absorb the information, understand the facts clearly and the legal ramifications of the facts.

Mr. Morgan stated that it was six or seven months ago when he wrote Mr. Cosse the letter and that for the last few months he had been trying to schedule a meeting; however, everyone was on vacation or out. Today was the one day that all of the Board members could attend. He stated that he appreciated everyone being here and that it was a large, important decision, which he did not want made with five or six Board members, but with all nine. He stated that he had taken a number of steps trying to get Mr. Cosse to stop. He said that he respected Mr. Cosse's and Mr. Joanen's opinions, but when someone is breaking the law and he has been told he is breaking the law and he says "I don't care", then that hurts the Board and it loses its focus and it is against his fiduciary responsibility.

Mr. Morgan asked, could the Board delay things? He answered, maybe so, but Mr. Weysham was not going to be here and he himself was not going to be here. Mr. Joanen pointed out that the record should speak for itself. Evidence is evidence. Mr. Duplantier stated that this was his point—there is no going back. He stated that he was interested to hear what Mr. Cosse had to say about the decision to share the Commissioners' confidential communications after they all received the directive from the President not to share the Commissioners' communications without following procedures. He stated that Mr. Cosse chose to do that and forwarded what he (Mr. Duplantier) considered to be an unnecessary email to Senator Harris. He stated that he did not know why it had to continue. He stated that he could read the email he sent to



Mr. Cosse on September 28, 2021 about the HR Committee—months after it has been in existence, and that he could go into exhausting detail about all of the HR stuff. Mr. Duplantier reiterated that he did not receive a response from Mr. Cosse and that he had never communicated with him about the HR Committee a single time. He stated that he sent an email on September 28<sup>th</sup> to Mr. Cosse alone saying, “please tell me what your plans are and tell me what you’re doing”, and he received no response. He pointed out that this does not rise to the level of fiduciary duty. What rises to that level is when someone crosses that line. Mr. Duplantier stated that the Commissioners have all seen that evidence – it is there and uncontroverted. So, the question becomes, can the Board trust the process of this Commission going forward or not.

Mr. Duplantier stated that he no longer felt that the Board can do its job effectively because of that action and that particular crossing of the line. Mr. Joanen asked, to the press? Mr. Duplantier responded, not just to the press, but to Senator Harris. Mr. Joanen pointed out that Senator Harris had asked this Board to take care of a problem and apparently was not satisfied with the response. Mr. Weysham commented that Senator Harris threatened this Board or else he was going to take action, and that is what he did.

Mr. Miller stated that the first time Senator Harris made those comments was at the appointment (confirmation) of the three Commissioners and it took everyone by surprise. He explained that he was President of the Board at that time and that he called Senator Harris and told him that he didn’t understand and if there was a problem to let him know. He stated that after a number of different phone calls, Senator Harris wrote a letter to him in July of 2021 wherein he listed six issues that he wanted him to address about information that he had been told that was going on by some people within the organization. He stated that he responded to that letter item by item. There was one issue that Senator Harris raised about employees who were supervisors making less than the people that they supervised. Senator Harris was actually correct on that issue and there were four cases where that occurred—two in the police department and two outside of the police department. He explained that the FPA tried to address those cases with State Civil Service and had been turned down. He stated that in his letter he had asked Senator Harris, as a Senator, to please try to address this issue with State Civil Service. Senator Harris had questioned things about overtime pay, and Mr. Miller stated that he showed him that the information he had was incorrect. He stated that, in essence, he responded fully to each and every one of Senator Harris’ questions and he never heard back from him.

Mr. Miller further explained that he called Senator Harris’ office twice and was told the first time that he wanted the opportunity to digest the information, and after the second time, he never heard back. He stated that to this day Senator Harris has not responded to his letter and that Senator Harris had not taken the action that he hoped he would regarding State Civil Service. Instead, Senator Harris put forth a motion (bill) to amend the membership of this Board, which the President and maybe some others spoke to him about. He stated that he thought the final bill, which provides three members for Orleans Parish, two for Jefferson Parish and one for St. Bernard Parish, was a good bill.

He commended Senator Harris for the bill; however, he stated that Senator Harris had not responded to the Board or to him. He said that he did not know what relationship Senator Harris and Mr. Cosse had, but like Mr. Duplantier on the HR Committee, he never received any correspondence from Mr. Cosse. He said that he did not know what all that was about and why Senator Harris chose not to respond to him or to the Board, but he did what he did. Mr. Miller said that he thought that this provided a little background into Senator Harris' action and the issues that he raised.

Mr. Morgan called for questions. Mr. Duplantier stated that his only question was to Mr. Cosse and he asked Mr. Cosse did he understand that there were legal ramifications to sharing the Commissioners' confidential communications. Mr. Cosse asked, with our State Senator? Mr. Duplantier replied, yes. Mr. Cosse asked, that's illegal? Mr. Duplantier replied, yes. Mr. Cosse stated that he disagreed with Mr. Duplantier. Representative Ray Garofalo advised that Mr. Cosse was not in court and that he did not have to answer Mr. Duplantier's question. Mr. Duplantier responded that Rep. Garofalo was correct.

Mr. Joanen stated that he had a conversation with one of the highest-ranking attorneys in the State, who works for the State, in particular, about an email situation that Mr. Duplantier was well aware of, in which he was involved, and the attorney gave him a completely different opinion than what he heard today concerning Mr. Cosse. He stated that it is a matter of interpretation that the Board cannot institute because there is a level of distrust. The Board was being viewed as policing itself, and some can put the spin on it as being vindictive, when it was not. He stated that he was begging everyone to present all of the information in writing so that Mr. Cosse could respond and the Board could absorb the information and make a recommendation. This way, should it go to the State, the State would be able to review the basis for the Board's recommendation and do what it needed to do. Mr. Duplantier pointed out that it was not up to the State.

Mr. Duplantier stated that, fundamentally, the issue was that Mr. Morgan told Board members that they were not to share confidential communications. There was a series of actions taken regarding HR. He stated he could read the email he sent to Mr. Cosse on September 28, 2021. Mr. Joanen reiterated that he was asking that it be provided to all Commissioners so that they could make their own decisions. He said that if this was going to be a quasi-court, or whatever it was, and the Board with a motion or something else was going to recommend the removal of a Commissioner, then the actual documents should be provided to the Commissioners. Instead of being told verbally, the Commissioners should be presented with something in writing. He reiterated that this was all that he was asking for or suggesting. If a line was crossed, provide the context and the evidence and tell the Commissioners the reason a line was crossed.

Mr. Joanen pointed out that the Board is also remiss when it does not take action, is quiet about something or complicit. He reiterated that all this time had passed and asked the reason this was not nipped in the bud a long time ago. He commented that it just stinks. Mr. Morgan responded that they tried to, obviously, but Mr. Cosse's opinion was... Mr. Joanen interrupted saying that he understood what Mr. Morgan was saying,

but that he was hearing this for the first time. He said that Mr. Duplantier explained that Mr. Cosse had not answered him; however, that was not too surprising since they do not get along. Mr. Joanen stated that “not answering him” and “crossing the line” are things that he wanted to know about because he had asked questions that were never answered, but that he did not ask for an executive session. He stated that he cared about and respected all of the Board members. He pointed out that they would not have this kind of thing done in their professional lives—they would have documents.

Mr. Morgan advised that, specifically, the issue was that they gave Mr. Cosse warnings about spreading confidential information, they put it in writing, and in each case he denied them and said that his interpretation was that sharing confidential information was not illegal because the FPA is a public organization. Mr. Morgan said that, in his opinion, the information was confidential, especially regarding HR related issues and lawsuits that the Board was involved in, and needed to be kept that way, so that the Board’s integrity and situation was not damaged. He stated that it had come to that point, and suggested that Ms. White may remember the date that he wrote the letter, and Mr. Cosse basically said, “no, I’m going to continue to break the law and I don’t believe it’s a requirement of this Board to keep anything confidential”, which it should be. The Board is in the flood protection business and needs to focus on that; however, there are certain parts of this business that are confidential and this has created a lot of problems for the Board. He stated that there would be more information coming up in the next month or two where the Board would have to make some tough decisions and that it should be confidential until that point.

Mr. Miller stated that so far today the Board has heard the concerns of Mr. Morgan and Mr. Duplantier. Mr. Duplantier, as Chair of the Legal Committee, perhaps had a better opportunity to display those issues for the entire Board. He said that the Board deserved to hear what the charges were and then decide whether the charges were accurate and sufficient. He brought up the concern about the email to Senator Harris. He explained that he and Mr. Cosse had a little head-butt back in October or November over that and he made his response. In set time, he now heard him make those accusations again publicly, so it was not an issue anymore. He stated that those are not legal issues, crimes or violations of fiduciary action. If Mr. Cosse had done something and violated his fiduciary responsibility, then the Board needed to hear about it, and all of the other stuff and personal feelings should be set aside. He asked what was the charge and reason that the Board should be here. He asked that Mr. Duplantier be given the opportunity to present the charges and Mr. Cosse be given the opportunity to respond.

Mr. Duplantier responded that Mr. Morgan stated it as simply they could. The issue was that Mr. Cosse took some HR actions outside, without the authority of the Board, but those things did not rise to the level of bringing the Board to this point. He stated that Mr. Cosse shared, and others have done in the past, the Board’s internal communications with people outside the Commission and outside the procedures under the Public Records Law. He stated that Mr. Cosse had routinely taken Commissioners’ communications and forwarded them to his wife, he was not sure why. He said that the

problem with this is that the Board has no way of tracking where those emails then go and the Board needs to be able to trace its communications and how its communications are released. He stated that Mr. Cosse was instructed by the President to stop sharing the Commissioners' internal confidential communications with those outside of the Board. There was a letter written to Mr. Cosse by the President where he was given specific directions and Mr. Cosse advised the President that he was going to ignore that advice.

Mr. Miller stated that he would like to hear, if it could be discussed without giving out any information that should not be shared publically, what day did he did step A and step B, when was he told not to do this, and why was what he did a violation of the law. He said that he knew some of the information, but not all of it. It is important for the Board to understand exactly what Mr. Cosse is accused of doing and what information there was to support the accusations. Mr. Joanen asked was it was several different incidents or one incident repeated. He said regarding the statement that Mr. Cosse said that he did not want to let go of something that everyone has a hard time letting go of things. He reiterated that the Commissioners needed to be supplied with information and afforded time to independently absorb the information.

Mr. Duplantier stated that the date was in March of 2022 and that it was after the fact that Mr. Morgan had written a letter to Mr. Cosse that stated do not share our communications. He said that Mr. Cosse then took an email that was sent to the Commissioners and shared it with Senator Harris and with others. The end result was Senator Harris taking punitive action and making sure that Mr. Weysham was not reappointed. Representative Ray Garofalo asked Mr. Duplantier how was that illegal. Mr. Duplantier responded, how was it illegal, because he acted on his threat. Rep. Garofalo asked Mr. Duplantier how did Mr. Cosse break the law. Mr. Duplantier stated that the Public Records Law has a person appointed by the Authority to decide what is confidential and what is not and what can be released to the public via a public records request. That was explained to Mr. Cosse and the Board must follow that procedure. The Board's Executive Counsel had explained this to the Board on multiple occasions. Whether it is a Senator or an individual, they have the same rights under the law to ask for information under the Public Records Law. The Senator did not ask for this information. He did not seek this information through the Public Records Law. It is confidential in the sense that it relates to HR issues that under the Public Records Law are confidential. That had been explained to the Board. By deciding to send that out without following the public records process, it is a breach of the law and a breach of the fiduciary obligations of the Board member. It's that simple. Rep. Garofalo commented, in your opinion. Mr. Duplantier responded, in his opinion. Mr. Duplantier added that he had not seen anything, in his opinion, stating that Senator Harris did not have to follow the Public Records Law or that Mr. Cosse's wife did not have to submit a public records request. Mr. Duplantier stated that he had done this himself and had issued public records requests to this Authority because he wanted to make sure he was doing it the right way. He added that it is how everyone does it—the media and others.

Rep. Garofalo asked Mr. Duplantier whether he was familiar with RS 24:8, which states that a sitting legislator has the ability to attend any executive session of this Board. Mr. Duplantier responded that he absolutely understood the statute.

Representative Ray Garofalo, Louisiana State Representative District 103, explained that RS 24:8 states that any elected State legislator has the ability to attend any executive session of any State board of commissioners. The intent of this statute is to allow the policymakers elected by the residents of the State of Louisiana to know what is going on with any board of commissioners. He said that to sit here and tell Mr. Cosse that he cannot share information that may or may not be protected under an executive session is so disingenuous that he couldn't believe it. As an elected member of the Legislature, he stated that he would hope that the Board would feel an obligation to share issues with legislators that are important to the operation of this Authority. He said that the fact that everyone was sitting here today questioning this boggles his mind because the Commissioners' duty is to let the public know what is going on here. If the Board has a particular individual who is under scrutiny, that crosses the line; but when Board members are talking about issues that affect him, as a State Legislator who has to answer to at least a third of the area that is covered by this Board and this Authority, then he needs to know.

Rep. Garofalo stated that the first he heard of this issue was when it was in the Advocate on Saturday. No one informed him, as an elected member of the Legislature, this was going on. He stated that he would have to trust his colleague Senator Harris that he was working on it and doing what he believes is the right thing for the area and people he represents. He stated that since he was a teenager he had known Mr. Cosse and that he believed that everything that Mr. Joanen said about Mr. Cosse was true. Mr. Cosse is a God-fearing man and is doing what he believes is right. All this aside, the law states that as elected members of the Legislature, legislators have the authority to know anything that is going to happen or that could be covered by executive session.

Mr. Duplantier stated that he respected RS 24:8 and that it was there for a specific reason. The statute says that Rep. Garofalo can attend any one of the Board's meetings or executive sessions. At those meetings, the Board has conversations that maybe the public cannot have access to and maybe they can, but the Board knows he is there. The Board knows that he is present and can chose to speak at that meeting when he is present. The Board did not have that opportunity here because Mr. Cosse violated the law.

Rep. Garofalo stated that he heard what Mr. Duplantier was saying and that it looked to him like the Board was hiding things from the public. As a member of the public, and as a member of a legislature who represents other members of the public, Rep. Garofalo stated that he could not stand there and be quiet about this. He stated that he would much rather have the Board err every day on the side of transparency and letting the public know what's going on, rather than hide anything.

Mr. Weysham stated that Senator Harris at a meeting said that the Authority has HR problems and that Senator Harris did not expand upon that. Rep. Garofalo responded that he could not address what Senator Harris did because he was not there. Mr. Weysham added that Senator Harris stated that if the Board did not address the HR problems, that he would. He said that this sounded like a threat to him and that Senator Harris did not tell the Board what the problems were. Rep. Garofalo responded that he thought Mr. Weysham needed to discuss this with Senator Harris. Mr. Weysham replied that Senator Harris would not talk to anyone. Rep. Garofalo reiterated that he could not address what was going on with Senator Harris; however, he suggested that the Board err on the side of transparency. Transparency cures all woes.

Rep. Garofalo stated that he had seen many things going on, and that just since hearing about this on Saturday, he talked to many people who told him about things that are going on with the Authority that troubled him tremendously. He stated that he did not know whether the things told him were true or not, but that the Legislative Auditor would be at the Authority, because he could not sit back and let this go on.

Mr. Duplantier stated that Rep. Garofalo had every right to defend Mr. Cosse; however, he did not feel Rep. Garofalo's interpretation of the law was correct and stated that the root of the problem was that Mr. Cosse had acted independent of this Authority without getting the opinions of any other members of this Commission. Mr. Duplantier stated that on September 28, 2021, he wrote an email to Mr. Cosse, which he began to read, "As I understand from the HR Director". Rep. Garofalo interjected and asked did he have approval from HR and legal counsel. Mr. Duplantier responded that it had been released to the public. Rep. Garofalo asked was it released through legal counsel. Mr. Duplantier responded that Executive Counsel had released it. He continued to read the email he wrote to Mr. Cosse, "As I understand from the HR Director, you have reached out directly to Civil Service to discuss police officer and other employee HR issues which are confidential. Can you please advise me as to what activity you are investigating and the reason for such inquiries? As a member of the HR Committee, I must be kept informed of the activity of the Committee. As far as I know, Herb Miller has fully and completely responded to the inquiries from Senator Harris and we are awaiting a response from Senator Harris in order to answer any questions he may have. If further questions have been raised, I would think that we as a Board should be informed. The Flood Authority must act with complete and total transparency. We should not be taking any action independent of the Board and any investigation must be done with the knowledge of the Committee. Thank you for your attention to this matter. Rick Duplantier."

Rep. Garofalo asked, so an individual Board member cannot inquire of the Civil Service Commission about an on-going investigation, or the Chairman of the HR Committee cannot inquire of the Civil Service Commission about an on-going issue. Mr. Duplantier stated that Rep. Garofalo was missing his point. His point was that he had asked Mr. Cosse to advise him about what he was doing. Mr. Duplantier reiterated that he was a member of the HR Committee and that Mr. Cosse had not once communicated with him as a member of that committee.

Mr. Miller stated that the Board's Bylaws are very specific about the authority of a committee chairman. The authority of a committee chairman is to call meetings upon notifying the Regional Director and committee members and providing notice in accordance with the law. Mr. Miller stated that a chairman is specifically prohibited from doing anything that has not been brought before the committee, and that the committee has to make a recommendation to the Board and the Board has to approve it. Rep. Garofalo thanked Mr. Miller for his clarification and advised that he requested a copy of the Bylaws, but had not yet received them.

Mr. Miller explained that Mr. Cosse, as an independent member of the Board or as Chairman of the Committee, did not have the authority to do that under the Board's Bylaws and that was the issue. Rep. Garofalo stated that he understood what Mr. Miller was saying; however, he was more of a self-starter because regardless of what the Bylaws state, if there was a problem and he was chairman of a committee, he would dig into it and there was nothing that would stop him from doing that. Mr. Joanen commented that he would be doing so because it was in the best interest of the public and not necessarily this Board. Mr. Miller stated that if there was a problem, it needed to be brought to the committee for discussion and a recommendation. Mr. Miller added that he would make the same offer to Rep. Garofalo that he made to Senator Harris—send whatever issues or concerns you have heard about, which may or may not be accurate, to the Board. Rep. Garofalo stated that he would consider the offer, but that he had already communicated with Senator Harris, Senator Hewitt and Senator Bouie. Mr. Miller expressed his concern about rumors. He said that perhaps they are legitimate and the Board needs to address them, but the Board cannot address them if it does not know what they are. Rep. Garofalo stated that he respected what Mr. Miller was saying.

Rep. Garofalo stated that he wanted to leave the Board with this -- the fact that they were having this discussion today indicated to him that there are things going on that the Commissioners do not want the public to know about. He stated that as a member of the public that this was what he was hearing and that he would hope that the Board would be more transparent in its operations. He said he appreciated the opportunity to speak and that he may have something else to say if given the opportunity. He asked the Board to proceed with its meeting and added that he did not mean to interrupt the meeting. He thanked the Board for its indulgence.

Mr. Morgan stated that the Board should at this point hear from its staff because that is whom they were here to represent and support. He stated that if any staff member would like to add anything or say anything, he was willing to listen. He asked the Board's ex-Executive Counsel Michelle White if she would like to speak or remain quiet.

Ms. White stated that she wished to remain quiet basically, but wanted to say that it was not her role previously as Executive Counsel nor today to litigate the case. She stated that she was the legal representative to the Board as an entity. She stated that the function with respect to public records and/or private communications is to afford the

entity the broadest possible opportunity to claim any exception or privilege that is available to them in the event it needs to protect that information in litigation by its employees or outside entities. She explained that her central role was the protection of the entity and that she did this through advising the President and the Chairmen of the Committees to the extent that they ask for it.

Mr. Morgan asked Ms. White did she think Mr. Cosse violated his fiduciary responsibilities. Ms. White responded, yes, and explained that it was in the way that Mr. Miller was just describing, which is the very limited authority each FPA Commissioner has to act on his own, and that the Commissioners act as a collective either through the authority vested in the President through the Board's Bylaws, or by acting as a Board. When one individual Commissioner makes a decision about dissemination of confidential information, for example, then he has removed the option for the Board to act on or decide, either collectively or through their counsel, whether it should be or could be protected from dissemination.

Mr. Joanen asked Ms. White, when this straw that broke the camel's back occurred or the red line was crossed, did she request a meeting directly with Mr. Cosse about that specific incident. He specified that he was not referring to just sending an email or warning and asked did Ms. White reach out to Mr. Cosse directly to say that they have to talk. Mr. White responded that she coordinates all of that through the President who communicates directly with the Commissioners. She stated that it is not the role of Executive Counsel to advise or direct individual Commissioners – that is the President's role.

Mr. Joanen stated that Ms. White had offered to give him helpful information and that he thought that she had extended that courtesy as she represented all of the Commissioners. He asked who would he go to should he have an issue with the President or another Commissioner. He reiterated that he was very confused about Ms. White's role in all of this. He stated that he did not feel that Ms. White represents all the Commissioners. He said that Ms. White had a difficult job because on one hand, she had to watch the conduct of the Commissioners, and on the other hand, she had her edict of what she was supposed to do as Executive Counsel. Therefore, it was concerning to him that something was not done to elicit a response out of this individual so that he could indeed respond. Instead, he was hearing that he was just ignored.

Mr. Duplantier stated that the Executive Counsel is a direct report to the President. The President received counsel from Ms. White and issued a communication to Mr. Cosse that was ignored. He stated that he did not know how it could be put more simply.

Mr. Morgan asked were there any other staff members who wanted to say anything. No one responded. Mr. Morgan stated that Ms. Perez wrote a letter to the Board and asked did she wish to expound on her correspondence or say anything.

Kathleen Perez stated that she represents Kelli Chandler who approached her after she was experiencing many difficulties in her position as Executive Director. She stated that



they met on March 10<sup>th</sup> where she relayed many of Ms. Chandler's concerns about her employment, specifically employment discrimination. She stated she would not go into the details of her claim today in public. She stated that she provided the letter to Mr. Morgan, which she believed was provided to the members of the Board, and quoted from the letter, "that Ms. Chandler has been subject to repeated instances of harassment, discrimination and public humiliation by the Flood Protection Authority, namely by and through members of its Board. As her employer, the Flood Protection Authority has the responsibility to prevent and immediately address this sort of illegal and unprofessional behavior. To date, nothing has been done to bring this behavior to a halt; in fact, Ms. Chandler has been told that it will not stop. Ms. Chandler has been and continues to be very patient with this agency and has done everything within her power to redirect focus back to the organization's mission of flood protection for the New Orleans area, but Ms. Chandler is no longer willing to endure the harassment. It is not only causing her significant distraction from her work, but has also damaged her physical and mental health and has nearly ruined her professional reputation. If the Board does not take immediate action to rectify the situation, Ms. Chandler will have no choice but to seek recourse from the Louisiana Commission on Human Rights, the United States Equal Employment Opportunity Commission and any other legal avenues available to her." Ms. Perez stated that this was in March and that Ms. Chandler's issues predated March by several months, she has been incredibly professional and continues to be, and asks that this Board take action to protect her as an employee of this organization.

Mr. Joanen asked Ms. Perez did she receive a response or an official letter from this Board about her client. Ms. Perez stated that she did not ask for a letter of response. Mr. Joanen asked whether a response was expected or customary. Ms. Perez stated that she represents both sides of employment matters and that there were often letters that she sends and does not receive a response and there often letters she receives and does not respond. There was no deadline for response. The request was for the Board to take action.

Mr. Morgan clarified that he met with Ms. Perez and Ms. Chandler and had a long discussion about things and tried to work on resolving the issues, which had gotten better to some degree.

Mr. Morgan again asked was there any other staff who wished to speak. There was no one who wished to speak. He requested questions or comments from the Commissioners.

Mr. Arrigo stated that he had been listening intently and that the Board was being asked to take a very serious, unprecedented action. He said that he had been attending boards meetings like this for decades and had never seen anything like this come before a board. He stated that he spoke with Mr. Cosse after the last meeting and that he told him that he had to listen to the facts to determine how he would vote on this.

Mr. Arrigo stated that he came to the meeting expecting a smoking gun. He explained that he was familiar with the email issue and that he would have liked it not to have been sent; however, he suspected that had someone submitted a public records request, he/she would have received the email that was forwarded to Senator Harris. He commented that he would never have sent an email like that. He reiterated that he was expecting a smoking gun, but did not see it. He stated that he did not think that this allegation or accusation rises to the level of what the Board was being asked to do at this meeting. He stated that the Board needed to move past this and get back to flood protection. This is not good for the agency and the Board needed to move on.

Mr. Morgan stated that Mr. Arrigo made a good point. He pointed out that his last day on the Board would be next week. He stated that this issue had been growing, legal counsel wrote the Commissioners a letter, and he had complaints from Board members; therefore, he wanted to bring this before the full Board and have a recommendation, and then the Board may move past it. He stated that three of the Commissioners would not be here to see it and that Ms. Chandler and her attorney will have to do what they have to do. He stated that there are other staff issues. He stated that most people, including the Board's lawyer, thought Mr. Cosse broke the law and shared information outside of the agency without the approval of the Commissioners as a Board; therefore, he thought that he was required to bring this before the full Board for a discussion. If the Board decides for Mr. Cosse to remain, then he would remain, and the Board can continue to provide the flood protection that it has provided for the last 16 years.

Mr. Latiolais stated that in October he will have been on the Board six years, so he had seen a lot. He asked to hear Mr. Cosse's side, if he wished to speak. Mr. Morgan stated that he had heard several Board members ask the reason Mr. Cosse did what he did. He asked for Mr. Cosse's response.

Mr. Cosse stated that he would not go too deep into the situation. At one of the Board meetings held at the Franklin Facility, he said that he inquired about some issues with respect to the Police Department. There was some discussion and the HR Director, who was sitting just a few feet from him, in a very un-nice way told him that what he was requesting could not be done. He stressed that this was coming from the Administration. He explained that when someone tells him that "they" said that something cannot be done, then he wanted to know who "they" were and talk to them personally. Therefore, the only practicable way he could do this was to go by himself with Ms. Heaton, because if he had taken another member of the HR Committee it would have constituted a quorum and would have had to be recorded. Therefore, he went by himself, but with good reason. He said that he would not go further into this matter, but would say a few more words and then ask for a vote.

Mr. Cosse stated that he came to this meeting not knowing what to expect and that he knew better than to argue with someone who argues for a living. He said that he wrote five pages of notes, all nice things about himself, but would dispense with that. He stated that the Commissioners have worked with him long enough to know what he is about, where he was coming from, and that he would never do anything intentionally to

hurt this body. He stated that, unfortunately, this was somewhat personal and an attack on him by certain members of the Board. He stated that he wanted to close on a high note, which was someone with whom he had worked very closely for the past six years and that he was proud to call a friend, Glenda Boudreaux. He stated that Ms. Boudreaux is one of the most loyal, dedicated and trustworthy public servants of this agency with over forty years on the job, and records the minutes of the Board's meetings with the highest level of accuracy. He stated that he knew this because he had approved those minutes for the past six years and that at every meeting the Board approved her work. He asked could any of the Commissioners cite anywhere in the recordings where he breach his fiduciary responsibility. He stated that he had never been called to order or out of order by the Chairman of the Board. He suggested that the Board not waste any more of its time, or the Governor's time, settling personal vendettas and get back to its mission of flood protection.

Mr. Latiolais asked Mr. Cosse, after hearing everything that was brought before the Board, would he do it all over again. Mr. Cosse replied that it was a good question and that he probably would because it was in the best interest of the Commission and he did nothing harmful to this agency. He reiterated that he was told by someone in the Administration that something could not be done and that all he did was go to Baton Rouge with someone in the Administration. He stated that his full intention was to come back and report to the Board; however, before he could do so, Mr. Morgan discontinued the HR Committee.

Mr. Latiolais asked Mr. Cosse, relative to the issue where he shared an email with Senator Harris and what it essentially did to another Commissioner, would he do that over again. Mr. Cosse responded that, although it was stated earlier, it could not be proven that Senator Harris did anything relative to Mr. Weysham. Mr. Joanen concurred with Mr. Cosse and asked where were his and Mr. Morgan's replacements. Mr. Morgan stated that his had been named. Mr. Joanen responded that he was not aware of any replacements and that the Board should keep in mind that on July 1<sup>st</sup>, it would have a deficit of three members.

Mr. Morgan stated that he and Mr. Cosse had a lot of communication about going to Civil Service and that he thought that Sandy West resigned because of it, although she may have gotten a better offer. He stated that Ms. West was the one who was most upset about it and complained about it; therefore, he had to address the issue. He said that he heard Mr. Cosse's explanation and that it sounded fair and reasonable to him. He stated that they would have liked some communication before Mr. Cosse went to Civil Service, so when Ms. West started hollering at him, he could not say that he was familiar with it or aware of Mr. Cosse's efforts, and that they would see if it was in the Authority's best interest.

Mr. Cosse pointed out that he had a witness relative to the harassment accusation. Mr. Morgan stated that he hoped that it would not come to be.

Mr. Noel asked Mr. Cosse whether these issues were over and the Board would be moving on. Mr. Cosse responded, yes; it had been over. He explained that he was asked, "is this the end of it", and he had replied "not by a long shot for him"; however, as things unfolded he was past it. Mr. Noel stated that he was not familiar with the issue related to Senator Harris. He said that the thing that concerned him most was in terms of confidentiality regarding the HR issue, which harms the employee and could not be tolerated by the Board. He said that he had not heard anything more specific than the issue with Ms. Chandler, which was in an open forum and that Mr. Cosse had even requested that the document be placed in the Board's minutes. He stated that he did not think that this issue rises to the occasion and that he trusted Mr. Cosse when he said that it was done. He called the question on the motion.

A motion was offered by Mr. Morgan and seconded by Mr. Duplantier to ask the Governor to remove Clay Cosse as a member of the Board. Mr. Morgan pointed out that the way the law is written, should the Board make a recommendation, it shall be the Governor's responsibility to remove Mr. Cosse from the Board. A roll call vote was conducted with Mr. Duplantier, Mr. Miller and Mr. Morgan voting yea; Mr. Arrigo, Mr. Cosse, Mr. Joanen, Mr. Latiolais and Mr. Noel voting nay; and Mr. Weysham abstaining. The motion failed.

There was no further business; therefore, the meeting was adjourned at 1:25 p.m.