WMD WILSON MORTON & DOWNS LLC
ATTORNEYS AT LAW

October 8, 2026

Via Email Only
The Board of Education of the City of Decatur
125 Electric Ave.
Decatur, GA 30030

Re: Cognia and Resignation

Dear Board Members:

We write this letter after much thought and careful reflection. We believe that in order to comply with our ethical duties as your legal counsel, we must address you, the Board of Education, as the highest authority that can correct potential misconduct on this Board. Under our legal code of ethics:

> If a lawyer for an organization [including government organizations] knows that an officer, employee or other person associated with the organization is engaged in action, intends to act or refuses to act in a matter related to the representation that is a violation of a legal obligation to the organization, or a violation of law that reasonably might be imputed to the organization, and that is likely to result in substantial injury to the organization, then the lawyer shall proceed as is reasonably necessary in the best interest of the organization. Unless the lawyer reasonably believes that it is not necessary in the best interest of the organization to do so, **the lawyer shall refer the matter to higher authority in the organization, including, if warranted by the circumstances, to the highest authority that can act on behalf of the organization as determined by applicable law.**

Ga. Rules of Professional Conduct, 1.13 (b) (emphasis added).

As you all may recall, on August 18, 2026, we met with you in executive session and raised serious concerns about Board Member Irier's conduct. Specifically, we provided evidence to the Board that this member had violated this Board's Code of Ethics[1] in numerous ways, as well as her oath of office, including leaking confidential information from executive session, sharing attorney-client privileged information, communicating with a quasi-judicial body while CSD had a matter pending before that body, and undermining the Board and the Superintendent, among others. Since that time, the same Board member has persisted in conduct that puts this Board and the District at risk. Most recently, she posted

[1] The Board's Code of Ethics is adopted from the State Board of Education's Model Code of Ethics as required by O.C.G.A. § 20-2-72(b).

arguably defamatory statements on Facebook about the Superintendent while the Board is attempting to reach a termination agreement with the Superintendent. When confronted by board members and legal counsel on September 29, 2026, she made it clear that she takes *no responsibility for her actions* and does not see her actions as counterproductive or harmful to the Board or the District. As a result of this member's actions, her refusal to correct course upon the advice of counsel and the exhortations of fellow board members, as well as the Board's inability to work together cohesively, this Board has become dysfunctional. In our Firm's 30 years representing this Board, we have never seen such a breakdown in communication, cooperation, and unity.

At this juncture, we believe it is incumbent upon the Board to self-report to Cognia and promptly seek intervention and training. By self-reporting and seeking assistance from Cognia, perhaps the Board can avoid sanctions or consequences related to the District's accreditation. When we met with you in August, we provided copies of two investigative reports from Cognia into Cobb County Schools and Gwinnett County schools. In those reports, Cognia investigated issues related to board member conduct, including the Board's lack of understanding regarding their roles and responsibilities as members of the Board, failing to demonstrate collegiality for their differences or work cohesively to promote student achievement and the district's success, instances of board member actions or postings on social media that were inappropriate and ethically questionable, and failing to adhere to the Code of Ethics. ***To avoid this result, we strongly recommend that you immediately reach out to Cognia*** and request an investigation into Ms. Irier's misconduct, and to request board training, intervention, and mediation to address the dysfunction. If a majority of the Board authorizes involving Cognia, you may be able to insulate yourselves from investigation into individual board members. If you do not, and Cognia comes in of their own accord, the entire Board could be subject to investigation, as the failure to report could be viewed as complicity.

We must remind you of your duty under State law, O.C.G.A. § 20-2-49, regarding standards for local board of education members: "although there are many measures of the success of a local board of education, one is clearly essential: **maintaining accreditation** and the opportunities it allows the school system's students."

Resignation of Wilson, Morton & Downs as Board Counsel
Effective December 31, 2026

It has been an honor and a privilege to represent and advise this Board for the past thirty years. Therefore, it is with great sadness that we feel compelled to resign as counsel for this Board. We have provided you with our honest, conscientious advice and loyal advocacy at all times; however, in light of the Board's above-referenced conduct, we cannot uphold our ethical duties and simultaneously represent this Board. This situation has created an unworkable relationship. Of course, we will honor our contract through the end of 2026, and we will continue to represent the District in any pending litigation through the

conclusion and final resolution of those matters. However, as of December 31st, we will no longer provide legal services to the Board of Education, and we do not intend to submit a proposal to represent the Board in response to the pending RFP. We will work collaboratively and professionally to assist the Board's new counsel with onboarding. We wish you well as you move forward.

Sincerely,

Robert E. Wilson

Keri P. Ware