

**VISIT BATON ROUGE**  
**BOARD MINUTES**  
**March 2017**

A scheduled board meeting of Visit Baton Rouge was held on Thursday, March 23, 2017 at its office located at 359 Third Street.

Present were:

Flynn Foster  
Carolyn McKnight  
Norman Chenevert  
Scott Michelet  
Ralph Ney  
Andy Blouin

Absent:

Mark Drennen  
Pastor Wesley  
C. Denise Marcelle  
Mickey Parenton

Present but not participating in formal actions:

Paul Arrigo, Staff  
Lauralyn Maranto, Staff  
Geraldine Bordelon, Staff  
Barney Doyle, Staff  
Stacy Simon, Staff  
Philipa Blair, Staff  
Karron Alford, Staff  
Chuck Elkins, Legal Counsel

Flynn Foster called the meeting to order and opened the meeting for public comment.

On a motion by Ralph Ney, seconded by Andy Blouin to approve the February 23, 2017 minutes as presented.

Motion carried.

Barney Doyle presented the Treasurer's Report and reviewed February's financial statements.

Barney Doyle reviewed the proposed Accounting and Financial Policies and Procedure Manual. A motion was made by Andy Blouin, seconded by Carolyn McKnight to approve the manual as presented.

Motion carried.

Discussion was held regarding Visit Baton Rouge sharing revenue with the cities of Baker and Zachary. After brief discussion, a motion was made by Andy Blouin, seconded by Scott Michelet, to adopt the following Resolutions:

RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE (“VBR”)  
CONCERNING AUTHORITY OF THE CHAIRMAN AND THE PRESIDENT/CEO TO NEGOTIATE, EXECUTE, AND  
DELIVER A COOPERATIVE ENDEAVOR AGREEMENT WITH THE CITY OF ZACHARY, LOUISIANA  
CONCERNING THE SHARING OF CERTAIN REVENUES

MARCH 23, 2017

**BE IT RESOLVED** by the Board of Directors of VBR that Flynn Foster, VBR Chairman, and Paul J. Arrigo, VBR President/CEO, both acting jointly, are hereby authorized and directed to negotiate, execute, and deliver to the City of Zachary, Louisiana a cooperative endeavor agreement (the “CEA”) between VBR and such city providing for the payment to the City of Zachary of three percent (3%) of the four percent (4%) current VBR lodging tax attributable to lodging establishments within the current city limits of Zachary, Louisiana in return for certain benefits to be determined by the Chairman and CEO/President. Such CEA shall be for a term of not more than twenty-five (25) years and may contain such other terms and conditions as the Chairman and the President/CEO determine to be in the best interest of VBR.

**BE IT FURTHER RESOLVED** that, Mr. Foster and Mr. Arrigo, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take all required actions, including without limitation to approve, execute, and deliver any instrument, document, or agreement, that Mr. Flynn and Mr. Arrigo, in their absolute discretion, deem necessary or convenient to the accomplishment of the previous resolution.

Motion carried.

RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE (“VBR”)  
CONCERNING AUTHORITY OF THE CHAIRMAN AND THE PRESIDENT/CEO TO NEGOTIATE, EXECUTE, AND  
DELIVER A COOPERATIVE ENDEAVOR AGREEMENT WITH THE CITY OF BAKER, LOUISIANA CONCERNING  
THE SHARING OF CERTAIN REVENUES

MARCH 23, 2017

**BE IT RESOLVED** by the Board of Directors of VBR that Flynn Foster, VBR Chairman, and Paul J. Arrigo, VBR President/CEO, both acting jointly, are hereby authorized and directed to negotiate, execute, and deliver to the City of Baker, Louisiana a cooperative endeavor agreement (the “CEA”) between VBR and such city providing for the payment to the City of Baker of three percent (3%) of the four percent (4%) current VBR lodging tax attributable to lodging establishments within the current city limits of Baker, Louisiana in return for certain benefits to be determined by the Chairman and CEO/President. Such CEA shall be for a term of not more than twenty-five (25)

years and may contain such other terms and conditions as the Chairman and the President/CEO determine to be in the best interest of VBR.

**BE IT FURTHER RESOLVED** that, Mr. Foster and Mr. Arrigo, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take all required actions, including without limitation to approve, execute, and deliver any instrument, document, or agreement, that Mr. Flynn and Mr. Arrigo, in their absolute discretion, deem necessary or convenient to the accomplishment of the previous resolution.

Motion carried.

Staff distributed and briefly reviewed the proposed Board of Directors Governance Policy Manual. A motion was made by Carolyn McKnight, seconded by Scott Michelet to approve the manual as presented.

Motion carried.

There being no further business, the meeting adjourned.