

VISIT BATON ROUGE
Personnel Committee Minutes
December 4, 2017

A properly called and noticed meeting of the Personnel Committee (the "Committee") was held on Monday, December 4, 2017 at 12:00 p.m. at the office of Visit Baton Rouge ("VBR") located at 359 Third Street, Baton Rouge, LA 70801. A quorum of the Committee was present and acting throughout the meeting.

Present were:

Carolyn McKnight
Ralph Ney
Paul Arrigo
Lauralyn Maranto
Chuck Elkins

Carolyn McKnight called the meeting to order and opened the meeting for public comment.

Chuck Elkins presented and reviewed Paul Arrigo's proposed Amended and Restated Employment Agreement and Performance Objectives and Incentive Payment Addendum for January 1, 2018 to December 31, 2018.

After discussion of the matter by the Committee, a motion was made by Ralph Ney, seconded by Carolyn McKnight to recommend to the VBR Board of Directors the following resolutions:

BE IT RESOLVED by the Personnel Committee (the "Committee") of the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that it is the recommendation of the Committee to the Board that for purposes of the calendar year 2018 incentive compensation addendum (the "2018 Incentive Addendum") to be offered to the President & CEO of VBR pursuant to Paragraph 6.2 of that certain Amended and Restated Employment Agreement dated effective January 1, 2018 by and between VBR and its President & CEO (the "2018 Employment Agreement"):

- (A) The "Room Nights Booked" goal and the lower room nights booked threshold shall be 85,000 room nights and 80,750 room nights respectively; and
- (B) The "Tax Revenue" goal and the lower tax revenue threshold shall be \$4,356,130 and \$4,138,323 respectively.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that Mr. Arrigo's Base Salary (as such term is defined in

the 2018 Employment Agreement) for the calendar year 2018 be increased to the sum of \$174,500 from the prior year amount of \$171,000.00.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that the Employment Agreement be amended to indemnify, defend, and hold harmless Mr. Arrigo with respect to any personal expense, cost, or liability to him arising from or related to any of VBR's lawful debts or obligations that Mr. Arrigo has guaranteed personally, including without limitation that certain "Business Ink Visa Credit Card" issued to VBR by JP Morgan Chase Bank.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that the Chairman of the Board be authorized and directed to execute and deliver to the President & CEO the 2018 Employment Agreement and the related 2018 Incentive Addendum reflecting the changes set forth in the prior resolutions and any other changes or modifications to such agreements that the Chairman deems appropriate and in the best interest of VBR.

Motion carried unanimously.

There being no further business, the meeting adjourned.