

VISIT BATON ROUGE

BOARD MINUTES December 2017

A scheduled board meeting of Visit Baton Rouge was held on Thursday, December 14, 2017 at its office located at 359 Third Street.

Present were:

Flynn Foster
Mark Drennen
Representative C. Denise Marcelle
Andy Blouin
Carolyn McKnight
Scott Michelet
Ralph Ney
Norman Chenevert
Pastor Wesley
Mickey Parenton

Present but not participating in formal actions:

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

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

Paul Arrigo thanked Flynn Foster for serving as Chairman of the Board the past year and also recognized Andy Blouin and Representative Marcelle for their dedication, commitment, and service during their terms.

A motion was made by Mark Drennen, seconded by Ralph Ney to approve the October 26, 2017 minutes as presented.

Motion carried.

Chuck Elkins gave a brief overview regarding the election process. On a motion by Norman Chenevert, seconded by Representative C. Denise Marcelle to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
DECEMBER 14, 2017**

**A RESOLUTION PROVIDING FOR CANVASSING THE RETURNS AND DECLARING THE
RESULT OF A SPECIAL ELECTION HELD IN CERTAIN PORTIONS OF THE PARISH OF EAST
BATON ROUGE, STATE OF LOUISIANA, ON SATURDAY, NOVEMBER 18, 2017, TO
AUTHORIZE THE LEVY OF AN ADDITIONAL TWO PERCENT (2%) LODGING TAX THEREIN.**

WHEREAS, at a properly called and noticed special meeting of the Board of Directors (the "Governing Authority" or "Board") of Visit Baton Rouge ("VBR"), a political subdivision of the State of Louisiana, held on December 14, 2017 at VBR's office in Baton Rouge, Louisiana, at which meeting a quorum of the Board was present and acting throughout, the following resolution was adopted by the Board:

BE IT RESOLVED, by the Board of Directors of Visit Baton Rouge, a political subdivision of the State of Louisiana, acting in its capacity of the Governing Authority of VBR, that:

SECTION 1. Canvass. This Governing Authority does now proceed in open and public session to examine the official tabulations of votes cast at the special election held in that certain portion of East Baton Rouge Parish not included within the municipalities of Baker, Central, or Zachary, or the area within the boundaries of the Baton Rouge North Economic Development District, on SATURDAY, NOVEMBER 18, 2017, to authorize the levy of an additional two percent (2%) lodging tax therein, and this Governing Authority does further proceed to examine and canvass the returns and declare the result of the special election.

SECTION 2. Procès Verbal. A Procès Verbal of the canvass of the returns of said election shall be made and a certified copy thereof shall be forwarded to the Secretary of State, Baton Rouge, Louisiana, who shall record the same in his office; another certified copy thereof shall be forwarded to the Clerk of Court and Ex-Officio Recorder of Mortgages in and for the Parish of East Baton Rouge, who shall record the same in the Mortgage Records of said Parish; and another copy thereof shall be retained in the archives of this Governing Authority.

SECTION 3. Promulgation of Elections Result. The result of said elections shall be promulgated by publication in the manner provided by law.

This Resolution having been submitted to a vote of the Board, the vote thereon was as follows:

YEAS:	10
NAYS:	0
ABSTAIN:	0

Motion carried.

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

In a public hearing, Barney Doyle distributed and reviewed the 2018 Proposed Budget. On a motion by Pastor Wesley, seconded by Carolyn McKnight to adopt the 2018 Budget as presented.

Motion carried.

Andy Blouin, reporting for the Nominating Committee, presented the following as the proposed Slate of Officers for 2018:

Carolyn McKnight, Chairman
Norman Chenevert, Vice Chairman
Scott Michelet, Secretary/Treasurer
Flynn Foster, Immediate Past Chairman

The Slate of Officers will be voted on at the January 2018 board meeting.

Carolyn McKnight reporting for the Personnel Committee stated that the Committee met on December 4, 2017 to review and discuss Paul Arrigo's Employment Agreement and Performance Objectives and Incentive Payment Addendum for January 1, 2018 - December 31, 2018. Chuck Elkins noted specific changes. A motion was made by Andy Blouin, seconded by Pastor Wesley to adopt the following Resolution and Exhibits attached hereto as presented:

RESOLUTIONS OF THE BOARD OF DIRECTORS

December 14, 2017

BE IT RESOLVED by the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") 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 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 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 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.

Paul Arrigo and Department Heads presented the President's Report and reviewed upcoming opportunities and events.

There being no further business, the meeting adjourned.