

VISIT BATON ROUGE

BOARD MINUTES December 2016

A scheduled board meeting of Visit Baton Rouge was held on Thursday, December 15, 2016 at its office located at 359 Third Street.

Present were:

Mark Drennen
C. Denise Marcelle
Flynn Foster
Andy Blouin
Carolyn McKnight
Scott Michelet
Ralph Ney
Norman Chenevert

Absent:

Pastor Wesley
Mickey Parenton

Present but not participating in formal actions:

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

Mark Drennen called the meeting to order and opened the meeting for public comment.

A motion was made by C. Denise Marcelle, seconded by Flynn Foster to approve the October 27, 2016 minutes as presented.

Motion carried.

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

Karron Alford gave a brief update in regard to the Mesh Marketing Budget for 2017.

In a public hearing, Mr. Doyle distributed and reviewed the 2017 Proposed Budget. On a motion by Carolyn McKnight, seconded by Ralph Ney to adopt the 2017 Budget as presented.

Motion carried.

Ralph Ney, reporting for the Nominating Committee, presented the following as the proposed Slate of Officers for 2017:

Flynn Foster, Chairman
Carolyn McKnight, Vice Chairman
Norman Chenevert, Secretary/Treasurer
Mark Drennen, Immediate Past Chairman

The Slate of Officers will be voted on at the January 2017 board meeting.

C. Denise Marcelle reporting for the Personnel Committee stated that the Committee met on December 12, 2016 to review and discuss Paul Arrigo's Employment Agreement and Performance Objectives and Incentive Payment Addendum for January 1, 2017 - December 31, 2017. A motion was made by C. Denise Marcelle, seconded by Andy Blouin to adopt the following Resolution and Exhibits attached hereto as presented:

RESOLUTIONS OF THE BOARD OF DIRECTORS
December 15, 2016

BE IT RESOLVED by the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that for purposes of the calendar year 2017 incentive compensation 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, 2017 by and between VBR and its President & CEO (the "Employment Agreement"):

- (A) The "Room Nights Booked" goal and the lower room nights booked threshold shall be 102,500 room nights and 97,375 room nights respectively; and
- (B) The "Tax Revenue" goal and the lower tax revenue threshold shall be \$4,535,400 and \$4,308,630 respectively.

BE IT FURTHER RESOLVED by the Board that Mr. Arrigo's Base Salary (as such term is defined in the Employment Agreement) for the calendar year 2017 be increased to the sum of \$171,000.00 from the prior year amount of \$167,000.00.

BE IT FURTHER RESOLVED by the Board that it accept the recommendation of the Personnel Committee to revise Section 5.1 of the Employment Agreement to make such provision consistent with Section 5.2 in that a decision to terminate Mr. Arrigo with or without cause shall require unless at least three-fourths (3/4) of the membership of the Board of VBR to vote for such termination at a properly noticed public meeting at which a valid quorum of the Board is present and acting throughout.

BE IT FURTHER RESOLVED by the Board that the Chairman of the Board of VBR is hereby authorized and directed to execute and deliver to the President & CEO the Employment Agreement and the related 2017 Incentive Addendum reflecting the changes set forth in the prior resolutions and any other changes or modifications to such agreements recommended by the Personnel Committee or that the Chairman deems appropriate and in the best interest of VBR.

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

Motion carried.

There being no further business, the meeting adjourned.