

VISIT BATON ROUGE
BOARD MINUTES
January 2018

A scheduled board meeting of Visit Baton Rouge was held on Thursday, January 25, 2018 at its office located at 359 Third Street.

Present were:

Norman Chenevert
Mark Drennen
Flynn Foster
Scott Michelet
Mickey Freiberg
Pastor Wesley
Donna Collins Lewis
Ralph Ney

Absent:

Carolyn McKnight
Mickey Parenton

Present but not participating in formal actions:

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

In Paul Arrigo's absence, Lauralyn Maranto called the meeting to order and opened the meeting for public comment.

Donna Collins Lewis was in attendance replacing C. Denise Marcelle, representing the Metro Council and Mickey Freiberg replacing Andy Blouin, representing the LRA, Baton Rouge Chapter.

Chuck Elkins presented a brief overview regarding levying of the 2% Hotel Occupancy Tax. A motion was made by Pastor Wesley, seconded by Scott Michelet to adopt the following Resolution:

RESOLUTION

A RESOLUTION LEVYING AND IMPOSING AN ADDITIONAL TAX OF TWO PERCENT (2%) UPON THE RENTAL OR FEE CHARGED FOR THE OCCUPANCY OF HOTEL ROOMS WITHIN CERTAIN PORTIONS OF THE CITY OF BATON ROUGE AND THE PARISH OF EAST BATON ROUGE; PROVIDING FOR THE COLLECTION AND ENFORCEMENT OF SAID TAX; PROVIDING FOR THE EFFECTIVE DATE OF SUCH TAX; AND PROVIDING FOR OTHER MATTERS RELATED THERETO.

BE IT RESOLVED by Visit Baton Rouge ("VBR") that:

HOTEL OCCUPANCY TAX

Section 1. Levy.

Under the authority provided by Act 310 of the 2017 Session of the Louisiana Legislature ("Act 310"), there is hereby levied an additional tax upon the occupancy of hotel rooms located within those portions of the City of Baton Rouge and the Parish of East Baton Rouge not located within the municipalities of Baker, Central, or Zachary, or the area within the boundaries of the Baton Rouge North Economic Development District (such area impacted by this tax is hereinafter referred to as the "Impacted Area"); such additional tax shall be TWO PERCENT (2 %) of the rent or fee charged for such occupancy.

Section 2. Definitions.

(a) Hotel. The word "hotel" as used in this Resolution shall have the same definition as that contained in La. R.S. 33:4574.1.1(C)(1), as amended.

(b) Person. The word "person" as used in this Resolution shall have the same definition as that contained in La. R.S. 47:301(8), as amended.

(c) Director of Finance. The term "Director of Finance" means and includes the chief financial officer of the City of Baton Rouge and Parish of East Baton Rouge as provided for by the provisions of Section 8.01 of the Plan of Government, or his/her duly authorized assistants.

Section 3. Applicability of Tax.

The tax levied and imposed by this Resolution shall apply to all occupancy of all hotel rooms in the Impacted Area unless such occupancy is specifically and expressly exempted by law superior to Act 310 of the 2017 Regular Session of the Louisiana Legislature.

Section 4. When Payment is Due.

The tax levied and imposed herein shall be paid by the person who exercises or is entitled to occupancy of the hotel room and shall be paid to the Owner, as such term is defined below, of said hotel room at the time the rent or fee for occupancy is paid.

Section 5. Collection.

The tax levied and imposed herein shall be collected and administered according to the rules, regulations, collection procedures, dedications and distribution provisions adopted by the Metropolitan Council of the Parish of East Baton Rouge and City of Baton Rouge and which are in effect for the administration of the currently existing four percent (4%) hotel occupancy tax which has previously been levied and imposed by VBR. Subsequent to the levy of the additional two percent (2%) tax imposed by this Resolution, the total tax on the occupancy of hotel rooms levied and collected by Visit Baton Rouge shall be six percent (6%) in the Impacted Area and shall be four percent (4%) in the portion of East Baton Rouge Parish not included in the Impacted Area.

It is the obligation of every person owning, operating, managing, or controlling any hotel room, motel, overnight camping facility, or other otherwise covered taxable property or facility (hereinafter collectively an "Owner") to collect the tax imposed in this Resolution as indicated in Section 4 herein and remit the same to the Director of Finance on or before the 20th day of the month following the month in which the tax was collected by the Owner, on forms prepared and furnished by the Director of Finance. If the amount of tax due is not remitted by the Owner on or before the 20th day of the month next following the month for which the tax is due, there shall be collected with the tax interest upon the unpaid amount at the rate of one and one-quarter percent (1.25%) per month or fractional part thereof, and in addition there shall be also collected a penalty equivalent to five percent (5 %) per month or fraction thereof not to exceed twenty-five percent (25%) in the aggregate, of the tax due when such tax is not paid on or before the 20th day of the month next following the month for which the tax is due; and both interest and penalty will be computed from the first day of the month following the month for which the tax is due. If the failure to pay any such tax when due is explained to the satisfaction of the Director of Finance, he or she may remit or waive payment of the whole or any part of any penalty. In the event of suit, attorney's fees will be charged at the rate of ten percent (10%) of the aggregate of tax, interest, and penalty. All interest and penalties due for subsequent months will be assessed and due as of the first day of each succeeding month.

Section 6. Duties of Director of Finance.

The Director of Finance shall prepare and furnish the necessary forms with appropriate rules and regulations for the collection of the tax levied by this Resolution. The Director of Finance shall have the duty to collect the tax imposed by this Resolution and may use all statutory provisions or other rights, privileges, or other methods available to collect such taxes.

Section 7. Remedies at Law.

(a) A right of action is hereby created to afford a remedy at law for any Owner aggrieved by the provisions of this Resolution; and in case any such Owner resists the payment of any amount found due, or the enforcement of any provisions of such laws in relation thereto, the Owner shall pay the amount found due by the Director of Finance, and shall give the Director of Finance notice, at the time, of his intention to file suit for the recovery of the same; and upon receipt of such notice, the amount so paid shall be segregated and held by the Director of Finance for a period of thirty (30) days; and if suit be filed within such time for recovery of such amount, such funds so segregated shall be further held, pending the outcome of such suit. If the, Owner prevails, the Director of Finance shall refund the amount to the claimant, with any legally required interest, covering the period from the date the Director of Finance received the funds, to the date of refund.

(b) This Section shall afford a legal remedy and right of action in any city, state or federal court having jurisdiction over the parties and subject matter, for a full and complete adjudication of any and all questions arising in the enforcement of this Resolution, as to the legality of any tax accrued or accruing or the method of enforcement thereof. In such actions, service shall be upon the Chairman of VBR.

(c) This Section shall be construed to provide a legal remedy in the city, state or federal courts, by action of law, in case such taxes are claimed to be an unlawful burden upon interstate commerce, or the collection thereof, in violation of any act of Congress or the United States Constitution, or the Constitution of the State of Louisiana, or in any case where jurisdiction is vested in any of the courts of the United States, provided that upon request of the Owner and upon proper showing by the Owner that the principle of law involved in an additional assessment is already pending before the courts for judicial determination, the Owner, upon agreement to abide by the decision of the courts, may pay the additional assessment under protest, but need not file an additional suit. In such cases, the tax so paid under protest shall be segregated and held by the Director of Finance until the question of law involved has been determined by the courts and shall then be disposed of as therein provided.

(d) Notwithstanding anything in to the contrary in this Section or this Resolution, this Section or Resolution does not, nor shall it be interpreted or construed to, (i) provide a remedy to any person aggrieved by the tax levied and imposed hereunder in excess of the minimum remedies required by applicable local, Louisiana, or federal law; and (ii) be a waiver of any right or privilege whatsoever of VBR, including without limitation any plea or protection of prescription or preemption, or any other legal or contractual provision, right, or privilege available to VBR or the Metropolitan Council of the City of Baton Rouge and East Baton Rouge Parish.

Section 8. Raising Cane's River Center Costs.

Fifty percent (50%) of the proceeds of the additional two percent (2%) tax levied and imposed herein, after paying the reasonable and necessary costs and expenses of collecting and administering such tax, shall be retained by the City of Baton Rouge and the Parish of East Baton Rouge (the "City-Parish"), as and when collected, to be used by the City-Parish only for the operation, maintenance, and construction of the Raising Cane's River Center.

Section 9. Installment Payment Authorized.

The Director of Finance shall be authorized to enter into a formal installment payment agreement with a taxpayer for the collection of past-due tax, penalty and interest when it is the Director's opinion that it is in the best interest of VBR to do so.

Section 10. Effective Date.

The results of the November 18, 2017 election wherein the imposition of the tax levied herein was approved by the electorate residing in the Impacted Area of the Parish of East Baton Rouge was promulgated by publication in the Baton Rouge Advocate on December 21, 2017. The two percent (2%) hotel occupancy tax levied and imposed herein shall become effective on April 1, 2018 and shall continue in perpetuity.

Section 11. Intergovernmental Agreement.

To provide for the collection of the additional two percent (2%) hotel occupancy tax levied and imposed in this Resolution, Paul Arrigo, the President/CEO of Visit Baton Rouge, is hereby directed and authorized, on behalf of VBR, to execute and deliver any required change or amendment to the currently existing agreement with the Metropolitan Council of the City of Baton Rouge and Parish of East Baton Rouge which provides for tax collection services for VBR (the "Intergovernmental Agreement"). The terms and conditions of such change or amendment to the Intergovernmental Agreement shall be in the best interests of VBR as determined by Mr. Arrigo in his sole discretion.

Section 12. Invalidity of this Resolution.

If any provision of this Resolution or the application thereof is held invalid, such invalidity shall not affect other provisions or application of this Resolution which can be given effect without the invalid provision, and to this end the provisions of this Resolution are hereby declared to be severable.

Section 13. Conflicts.

All ordinances or resolutions, or parts of ordinances or resolutions, in conflict herewith are hereby amended or repealed, but only to the extent required to resolve such conflict in favor of this Resolution.

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

YEAS: 8

NAYS: 0

ABSTAIN: 0

ABSENT: 0

Motion Carried.

Lauralyn Maranto presented the slate of officers submitted by the Nominating Committee.

Lauralyn Maranto reported that Carolyn McKnight was the Nominating Committee's choice for Chairman. Ms. Maranto opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

Lauralyn Maranto reported that Norman Chenevert was the Nominating Committee's choice for Vice Chairman. Ms. Maranto opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

Norman Chenevert reported that Scott Michelet was the Nominating Committee's choice for Secretary/Treasurer. Mr. Chenevert opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

It was unanimous by members present to accept the Nominating Committee's recommendation as presented.

Motion carried.

On a motion by Scott Michelet, seconded by Mickey Freiberg, to approve the December 14, 2017 minutes as presented.

Motion carried.

In regard to Committee Appointments for 2018, Carolyn McKnight appointed board members to the following Committee's:

Finance Committee:

Scott Michelet, Chairman

Mickey Freiberg

Pastor Lee Wesley

Personnel Committee:

Norman Chenevert, Chairman

Ralph Ney

Mickey Parenton

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

Paul Arrigo and Department Heads presented the President's Report.

A motion was made by Pastor Wesley, seconded by Donna Collins Lewis to adopt the following Resolution:

**RESOLUTION
EXPRESS AUTHORITY OF THE PRESIDENT & CEO WITH REGARD TO THE SIGNING
AND EXECUTION OF CONTRACTS FOR VBR**

JANUARY 25, 2018

WHEREAS, from time to time in the normal course of VBR's business, the President/CEO of VBR (the "CEO") is called upon to sign contractual agreements obligating VBR to perform certain tasks and/or to pay money;

WHEREAS, the CEO has the authority implied by the powers and duties of his office to sign many, if not all, of these agreements;

WHEREAS, from time to time parties who wish to contract with VBR will enquire about the CEO's express authority to sign Contracts; and

WHEREAS, in order to clarify and make express the authority of the CEO to sign certain contractual agreements the following resolution is hereby offered and approved.

BE IT RESOLVED that, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") hereby authorizes and directs that the President & CEO of VBR (the "CEO"), acting on behalf of and in the name of VBR, to approve all terms and conditions, sign, and ensure the proper execution of certain Contracts of VBR, as such term is more fully defined below. As used in this resolution, "Contracts" shall mean contractual agreements which:

- (i) are in the normal course of the business of VBR;
- (ii) individually do not and will not obligate VBR to incur, expend, or pay more than the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) over the entire term of the Agreement;

- (iii) only obligates VBR to pay or expend funds which are included in an annual budget of VBR which has been approved by the Board, provided, however, that if the term of any Contract should extend beyond the period covered by the last annual budget of VBR approved by the Board, the CEO may sign such Contract if in the CEO's commercially reasonable discretion it is in the best interest of VBR to so sign; and
- (iv) have been bid, selected, negotiated, formed or otherwise made in conformance with all federal, state, and local laws, rules and regulations, including without limitation the Louisiana Public Bid Law, and all rules, regulations, bylaws, accounting procedures, of VBR, as all such are existing at the time of the Contract formation.

BE IT FURTHER RESOLVED that, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") hereby authorizes and directs that with regard to the express authority granted to the President & CEO ("CEO") by the immediately preceding resolution concerning the approval, signing, and execution of Contracts (as such term is defined in the preceding resolution) of VBR (the "Express Authority"), the CEO, in his sole unfettered discretion, shall have the authority to delegate such Express Authority, in whole or in part, for a single instance, a stated period of time, or indefinitely, and attaching any additional term or condition to such delegation as he may see fit, to any employee or agent of VBR reporting or responsible to him, provided, however, that: (i) all such delegations shall be made in writing; (ii) should the person occupying the office of President/CEO change, all prior delegations of Express Authority made pursuant to this Resolution shall be automatically revoked, be null and void, and of no further legal force and effect without any further action by the Board or the CEO; and (iii) should the Board revoke or modify the Express Authority, any delegations of such Express Authority made pursuant to this Resolution shall be thereafter automatically revoked or modified in conformance with the Board's action with regard to the Express Authority without any further action by the Board or the CEO.

Motion carried.

A motion was made by Scott Michelet, seconded by Flynn Foster to adopt the following Resolution:

**RESOLUTION
CONCERNING COOPERATIVE ENDEAVOR AGREEMENTS
WITH THE LOUISIANA OFFICE OF TOURISM**

JANUARY 25, 2018

WHEREAS, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") is charged with assisting in the economic development of East Baton Rouge Parish through the promotion of travel tourism in the Parish of East Baton Rouge.

WHEREAS, VBR from time to time enters into Cooperative Endeavor Agreements by and between the Louisiana Office of Tourism and / or other economic development agencies.

WHEREAS, the purpose of these cooperative endeavor agreements are to assist VBR marketing and advertising efforts in order to increase awareness of the tourism industry in East Baton Rouge Parish.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge ("VBR") that Paul Arrigo, President & CEO of VBR, is hereby authorized to enter into and execute on behalf of VBR one or more Cooperative Endeavor Agreement(s) between Visit Baton Rouge and the Louisiana State Office of Tourism and/or other economic development entities.

Motion carried.

There being no further business, the meeting adjourned.