

# VISIT BATON ROUGE

## BOARD MINUTES

January 2017

A scheduled board meeting of Visit Baton Rouge was held on Thursday, January 26, 2017 at its office located at 359 Third Street.

### Present were:

Mark Drennen  
Carolyn McKnight  
Norman Chenevert  
Flynn Foster  
Scott Michelet  
Mickey Parenton  
Pastor Wesley

### Absent:

C. Denise Marcelle  
Ralph Ney  
Andy Blouin

### Present but not participating in formal actions:

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

Paul Arrigo called the meeting to order and opened the meeting for public comment.

Mr. Arrigo presented the slate of officers submitted by the Nominating Committee.

Paul Arrigo reported that Flynn Foster was the Nominating Committee's choice for Chairman. Mr. Arrigo opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

Paul Arrigo reported that Carolyn McKnight was the Nominating Committee's choice for Vice Chairman. Mr. Arrigo opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

Paul Arrigo reported that Norman Chenevert was the Nominating Committee's choice for Secretary/Treasurer. Mr. Arrigo 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 Mark Drennen, to approve the December 15, 2016 minutes as presented.

Motion carried.

In regard to Committee Appointments for 2017, Flynn Foster appointed board members to the following Committee's:

Finance Committee:

Norman Chenevert, Chairman  
Andy Blouin  
Scott Michelet

Personnel Committee:

Carolyn McKnight, Chairman  
Ralph Ney  
Andy Blouin

Adhoc Committee:

Flynn Foster  
Mark Drennen  
C. Denise Marcelle

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

A motion was made by Scott Michelet, seconded by Carolyn McKnight to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE CONCERNING  
EXPRESS AUTHORITY OF THE PRESIDENT & CEO WITH REGARD TO THE SIGNING  
AND EXECUTION OF CONTRACTS OF VISIT BATON ROUGE  
January 26, 2017**

**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.

On a motion by Pastor Wesley, seconded by Mark Drennen to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING COOPERATIVE ENDEAVOR AGREEMENTS**

**WITH THE LOUISIANA OFFICE OF TOURISM  
JANUARY 26, 2017**

**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.

On a motion by Mark Drennen, seconded by Pastor Wesley to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE ("VBR")  
CONCERNING INVESTIGATION AND ACTION REGARDING FUNDING SOURCES AND OPPORTUNITIES  
JANUARY 26, 2017**

**WHEREAS**, pursuant to a need to react timely to any developments relating to any funding source or other opportunity which may arise in 2017, the following resolutions are offered.

**THEREFORE, BE IT RESOLVED** by the Board of Directors (the "Board") of VBR that the Chairman of the Board, and President & CEO Paul Arrigo, be and hereby are empowered and authorized to (i) investigate additional funding sources and/or opportunities which may arise in 2017; and (ii) to take any action or public or private position whatsoever on behalf of VBR that they jointly, in their sole and absolute discretion, deem necessary or convenient in connection with such funding sources and/or opportunities.

**BE IT FURTHER RESOLVED** by the Board that the Chairman of the Board or Mr. Arrigo shall report to the Board concerning any such action or position taken with respect to any particular funding source or opportunity at the first scheduled meeting which occurs after any such action or position is taken on behalf of VBR by them, provided, however, if in the judgment of the Chairman or President & CEO, earlier notice is deemed appropriate and necessary, notice of any such action or position may be given by email to the members of the Board.

Motion carried.

On a motion by Mark Drennen, seconded by Pastor Wesley, to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE ("VBR")  
CONCERNING APPOINTMENT OF AN AD HOC COMMITTEE OF THE BOARD  
JANUARY 26, 2017**

**WHEREAS**, pursuant to a need to react timely to any unforeseen developments affecting Visit Baton Rouge in any special or regular session of the Louisiana Legislature occurring in 2017, the following resolutions are offered.

**THEREFORE, BE IT RESOLVED** by the Board of Directors (the "Board") of VBR that the Chairman of the Board be and is hereby empowered to appoint, in his sole and absolute discretion, an ad hoc committee of which he shall be chairman and which may consist of up to five (5) members of the Board to monitor legislation pending in any special or regular session of the Louisiana Legislature occurring in 2017 and to take interim public or private positions with respect to such legislation on behalf of Visit Baton Rouge; and

**BE IT FURTHER RESOLVED** by the Board such ad hoc committee shall report to the Board concerning any interim position that such ad hoc committee may take with respect to any particular item of legislation at the first scheduled meeting which occurs after any such position is taken by the committee, provided, however, if in the judgment of the chairman of such committee earlier notice is deemed appropriate and necessary, notice of any such position may be given by email to the members of the Board.

Motion carried.

There being no further business, the meeting adjourned.