

VISIT BATON ROUGE
BOARD MINUTES
April 2020

A scheduled board meeting of Visit Baton Rouge was held on Thursday, April 23, 2020 via teleconference.

Present were:

Scott Michelet
Claude Reynaud
Norman Chenevert
Mary Stein
Ben Blackwell
Mickey Freiberg
Kim Ginn
Pastor Lee Wesley

Absent:

Donna Collins Lewis
Adrienne Moore

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Jessica Coffing, Staff
Geraldine Bordelon, Staff
Stacy Simon, Staff
Karron Alford, Staff
Courtney Taylor, Staff
Chuck Elkins, Legal Counsel

Scott Michelet called the meeting to order and opened the meeting for public comment.

Chuck Elkins reported that due to Covid19, this meeting was held via teleconference and needed ratification of this decision by the board. A motion was made by Norman Chenevert, seconded by Mary Stein to adopt the following:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
RATIFYING DECISION TO HOLD MEETING OF THE BOARD OF DIRECTORS VIA TELECONFERENCE**

WHEREAS, as a result of the Covid-19 emergency (the "Emergency") the Governor of Louisiana issued Proclamation JBE 2020-30 (the "Proclamation") permitting Visit Baton Rouge ("VBR") to hold meetings of the VBR Board of Directors (the "Board") via teleconference.

WHEREAS, pursuant to the Proclamation, prior to holding meetings by Teleconference, VBR was required to certify in writing that unless its Board of Directors meetings are held via teleconference, VBR will otherwise be unable to operate due to quorum requirements of such Board of Directors Meetings.

WHEREAS, attached hereto is such required written certification, signed on behalf of VBR by Paul J. Arrigo, VBR's President and CEO (the "Certificate").

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge ("VBR") that, as permitted by the Proclamation and for the reasons set forth in the attached Certificate, the Board fully agrees with and ratifies the decision made by the President & CEO of VBR that during the pendency of the Emergency the meetings of the Board shall be held via teleconference.

Motion carried.

On a motion by Mickey Freiberg, seconded by Kim Ginn to approve the March 26, 2020 minutes as presented.

Motion carried.

Jessica Coffing presented the Treasurer's Report and reviewed March's financial statements.

Paul Arrigo presented an overview in regarding the proposed 2020 budget amendment. On a motion by Claude Reynaud, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE ADOPTION OF AMENDMENTS TO THE 2020 FISCAL YEAR BUDGET**

WHEREAS, pursuant to good management practice and the Louisiana Local Government Budget Act, La. R.S. §39:1301 *et seq.* (the "Budget Act"), VBR is required to adopt an annual fiscal budget to guide its operation and to authorize the expenditure of funds by its officers and employees.

WHEREAS, as a result of the Covid-19 emergency declared by the Governor of Louisiana (the “Emergency”) and the resulting impact of such Emergency on the 2020 fiscal year budget of VBR (the “Budget”), it is the opinion of the President & CEO of VBR that it is necessary and required by the Budget Act that the Budget be amended to reflect VBR’s current fiscal condition and outlook.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that the Budget be amended as shown on Exhibit “A” attached hereto (the “Budget Amendment”). Except as amended, modified, or changed pursuant to this Resolution and the Budget Amendment, the provisions of the Budget as previously adopted by the Board shall be unaffected and shall remain in full legal force and effect.

BE IT HEREBY FURTHER RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that due to the emergency nature of the Budget Amendment referred to in the prior resolution, any prior consideration by the Finance Committee of the Board of such Budget Amendment required by the bylaws, policies, or prior practices of this Board or VBR are hereby waived.

Motion carried.

Discussion was held relative to authorizing Mr. Arrigo to pursue, negotiate and apply for loans, grants, and other funding for Visit Baton Rouge. On a motion by Pastor Wesley, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE EMERGENCY AUTHORITY OF THE PRESIDENT AND CEO
WITH REGARD TO OBTAINING FUNDING FOR VBR AS A RESULT OF THE 2020 COVID-19 CRISIS**

WHEREAS, as a result of the Covid-19 crisis, it may become necessary for Visit Baton Rouge to obtain financial support and assistance to continue at the current level in its economic development mission to promote and encourage the travel and tourism industry in the Parish of East Baton Rouge;

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 applications and contracts; and

WHEREAS, in order to clarify and make express the authority of the CEO to sign certain loan and grant applications and other 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 explore and investigate, then, at his discretion to prepare and execute any and all applications, documents, and instruments necessary for VBR to apply for any and all financial grant programs, loan programs, or other sources of financial or material support (collectively a "Grant or Loan") that the CEO believes in his sole discretion to be in the best interest of VBR.

BE IT FURTHER RESOLVED that, the Board hereby authorizes and directs that with regard to the express authority granted to the CEO by the immediately preceding resolution, the CEO is further authorized and directed to discuss and negotiate on behalf of VBR (subject only to the final approval of the Board of the final contract or agreement relating to any Grant or Loan to be obtained by VBR by the actions of the CEO) any contract, agreement, document, instrument, term or condition whatsoever relating to any Grant or Loan, that the CEO believes in his sole discretion to be in the best interest of VBR.

BE IT FURTHER RESOLVED that the authority granted in the preceding two resolutions may be delegated 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 officer, 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.

Paul Arrigo presented a brief overview regarding tourism recovery funds. On a motion by Norman Chenevert, seconded by Kim Ginn to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
EXPRESSING THE SENSE OF THE BOARD CONCERNING
THE ADMINISTRATION OF TOURISM INDUSTRY RECOVERY FUNDS RELATING TO THE 2020
COVID-19 CRISIS**

WHEREAS, the travel and tourism industry, its customers, its guests, and its employees in the State of Louisiana and the City-Parish of East Baton Rouge have suffered dramatic injury, both financial, physical, and emotional, as a result of the 2020 Covid-19 crisis;

WHEREAS, the extent of the damage to the industry and its people is yet to be fully realized, such damage looks to be deep and long lasting;

WHEREAS, the State of Louisiana (the "State") and the City-Parish of East Baton Rouge (the "Parish") have recognized that Visit Baton Rouge ("VBR") is in the best position to aid the industry's recovery in East Baton Rouge Parish, most recently when the State and Parish designated VBR to receive and administer the British Petroleum provided funds (the "BP Funds") on behalf of the Parish of East Baton Rouge during the recovery from the 2010 BP Deep Water Horizon explosion and subsequent oil spill;

WHEREAS, the State and Parish are expected to receive from the Federal Government or other sources money and other tangible aid intended to speed and ensure the recovery of the travel and tourism industry and its people in the State and Parish; and

WHEREAS, it is the sense of the Board of Directors of Visit Baton Rouge that VBR remains today to be the most experienced, qualified, and capable governmental body in East Baton Rouge Parish to plan, manage, and administer any governmental economic recovery response for the travel and tourism industry in East Baton Rouge Parish.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge that it is the sense of the Board that VBR is the most experienced, qualified, and capable governmental body in East Baton Rouge Parish to plan, manage, and administer any governmental economic recovery response for the travel and tourism industry in East Baton Rouge Parish;

BE IT HEREBY FURTHER RESOLVED that the Board of Directors hereby respectfully requests that any money or other tangible aid or support from any source, including the Federal Government which is available to or is designated for the recovery of the travel and tourism industry and its people in East Baton Rouge Parish be administered by Visit Baton Rouge, with the oversight of the Metro Council of East Baton Rouge, in the same manner as the Metro Council and VBR cooperated together in the successful recovery from the 2010 BP Deep Water Horizon oil spill.

There being no further business, the meeting adjourned.