

VISIT BATON ROUGE

BOARD MINUTES

December 13, 2019

A scheduled board meeting of Visit Baton Rouge was held on Thursday, December 12, 2019 at its office located at 359 Third Street.

Present were:

Scott Michelet
Mickey Freiberg
Flynn Foster
Claude Reynaud
Ben Blackwell
Pastor Wesley
Mary Stein

Absent were:

Donna Collins Lewis
Mark Drennen
Norman Chenevert

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Karron Alford, Staff
Geraldine Bordelon, Staff
Stacy Simon, Staff
Courtney Taylor, Staff
Jessica Coffing, Staff
Chuck Elkins, Legal Counsel
Caitie Burkes, Baton Rouge Business Report

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

Paul Arrigo recognized and thanked Flynn Foster and Mark Drennen for their dedication and contribution to the board of Visit Baton Rouge.

A motion was made by Claude Reynaud, seconded by Mary Stein to approve the October 24, 2019 minutes as presented.

Motion carried.

Paul Arrigo presented the Treasurer's Report and reviewed October financial statements.

In a public hearing, Paul Arrigo distributed and reviewed the 2020 Proposed Budget. A motion was made by Flynn Foster, and seconded by Claude Reynaud to adopt the 2020 Budget as presented.

Motion carried.

Claude Reynaud, reporting for the Nominating Committee, presented the following as the proposed Slate of Officers for 2020:

Scott Michelet, Chairman
Claude Reynaud, Vice Chairman
Mary Stein, Secretary/Treasurer
Norman Chenevert, Immediate Past Chairman

The Slate of Officers will be voted on at the January 2020 board meeting.

Scott Michelet reporting for the Personnel Committee stated that the Committee met on November 19, 2019 to review and discuss Paul Arrigo's Employment Agreement and Performance Objectives and Incentive Payment Addendum for January 1, 2020 – December 31, 2020. A motion was made by Claude Reynaud, seconded by Mary Stein to adopt the following Resolution and Exhibits attached hereto as presented.

RESOLUTIONS OF THE BOARD OF DIRECTORS DECEMBER 12, 2019

BE IT RESOLVED by the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that for purposes of the calendar year 2020 incentive compensation addendum (the "2020 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, 2020 by and between VBR and its President & CEO (the "2020 Employment Agreement"):

- (A) The "Room Nights Booked" goal and the lower room nights booked threshold shall be 80,000 room nights and 76,000 room nights respectively; and
- (B) The "Tax Revenue" goal and the lower tax revenue threshold shall be \$5,445,000 and \$5,172,750 respectively.

BE IT FURTHER RESOLVED by the Board that the Base Salary of the President & CEO, as such term is defined in Paragraph 6.1 of the 2020 Employment Agreement, be set at the sum of One Hundred Seventy-Nine Thousand, Five Hundred and NO/100 Dollars (\$179,500.00) for the calendar year 2020.

BE IT FURTHER RESOLVED by the Board that the Chair of the Board be authorized and directed to execute and deliver to the President & CEO the 2020 Employment Agreement and the related 2020 Incentive Addendum reflecting the changes set forth in the prior resolutions and any other changes or modifications to such agreements that the Chair deems appropriate and in the best interest of VBR.

Motion carried.

There being no further business, the meeting adjourned.