

VISIT BATON ROUGE

BOARD MINUTES

December 2022

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, December 15, 2022, at Visit Baton Rouge, located at 359 Third Street.

Present were:

Claude Reynaud
Scott Michelet
Mary Stein
Gary Jupiter
Robyn Merrick
Gary Patureau
Mickey Freiberg
Norman Chenevert
Rowdy Gaudet
Kim Ginn

Present but not participating in formal actions:

Jill Kidder, Staff
Lauralyn Maranto, Staff
Danielle Bonfiglio, Staff
Stacy Simon, Staff
Laura Cating
Amanda Bourgeois, Legal Counsel
Scott Landry, Legal Counsel

Claude Reynaud called the meeting to order and opened the meeting for public comment.

Mr. Reynaud stated that an item needed to be added to the agenda regarding limit on President & CEO's signing authority and 2/3 vote was needed to add. A motion was made by Gary Jupiter, seconded by Scott Michelet to add the item to the agenda.

Motion carried.

Mr. Reynaud acknowledged Norman Chenevert for his tenure and dedication in serving on the board. Mr. Chenevert was term limited. Marty Engquist will replace Mr. Chenevert in representing the Downtown Development District.

Gary Patureau gave a brief presentation regarding the Baseball Hall of Fame.

A motion was made by Scott Michelet, seconded by Mary Stein to adopt the October 27, 2022 minutes as presented.

Motion carried.

Danielle Prejean presented the Treasurer's Report and reviewed October's Financial Statements.

In a public hearing, Jill Kidder reviewed the 2023 Proposed Budget. A motion was made by Scott Michelet, seconded by Gary Jupiter to adopt the 2023 Budget as presented.

Motion carried.

Gary Jupiter reported that the Finance Committee met on November 14, 2022 and reviewed the proposed Accounting & Financial Policies and Procedure Manual. A motion was made by Gary Jupiter, seconded by Mary Stein to adopt the manual as presented.

Motion carried.

Mary Stein reported that the Personnel Committee met on November 17, 2022 and reviewed the proposed Employee Policy & Procedure Manual. A motion was made by Mary Stein, seconded by Kim Ginn to adopt the manual as presented.

Motion carried.

Jill Kidder presented an overview regarding a proposed contract with Louisiana State University Agricultural Center regarding a Holiday Show at Burden Museum & Gardens. On a motion by Gary Patureau, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE COOPERATIVE ENDEAVOR AGREEMENT WITH
LOUISIANA STATE UNIVERSITY AGRICULTURAL CENTER FOR
SPONSORSHIP OF HOLIDAY LIGHT SHOW
AT BURDEN MUSEUM & GARDENS**

DECEMBER 15, 2022

BE IT HEREBY RESOLVED by the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that, in order to provide VBR with an opportunity to develop and promote holiday travel and visitation, thereby enhancing the local economy during a traditionally slow travel period, it is advisable and in the best interest of VBR to enter into a Cooperative Endeavor Agreement with Louisiana State University Agricultural Center providing for VBR's presenting/title sponsorship for a ten year period of an annual holiday light show expected to open in the fall of 2024 at the LSU Agricultural Center Burden Museum and Gardens (the "CEA").

BE IT FURTHER RESOLVED by the Board of VBR that Jill C. Kidder, VBR President and CEO, and Claude Reynaud, Chairman of the Board (collectively, the “Authorized Representatives”), are hereby authorized, directed, and empowered in the name of and on behalf of VBR to negotiate, execute, acknowledge, and deliver, the CEA and/or any and all other documents as may be necessary or appropriate to effect or carry out the transactions contemplated hereby, on such terms and conditions as may be determined in such Authorized Representatives’ discretion to be appropriate, necessary or advisable, provided that the amount to be paid by VBR under the CEA for the initial 10 year presenting/title sponsorship shall not exceed \$500,000.

BE IT FURTHER RESOLVED by the Board of VBR, that the Authorized Representatives are hereby authorized, empowered, and directed to do or cause to be done all such acts or things and to make, execute, and deliver, or cause to be made, executed, delivered, and performed, all such documents, instruments, and certificates, as the Authorized Representatives may deem necessary, proper, advisable, or convenient, to effectuate or carry out the purpose and intent of the foregoing resolutions.

BE IT FURTHER RESOLVED by the Board of VBR, that if any such documents have been negotiated, entered into, executed, or delivered, or such further acts have been done prior to the date these resolutions were adopted as a consequence of or in connection with the transactions described and contemplated by the foregoing resolutions or as otherwise deemed necessary by any of the Authorized Representatives in accordance with the foregoing resolutions, the execution and delivery of such documents and the taking of such further acts is hereby ratified, approved, confirmed and adopted in all respects.

Motion carried.

Jill Kidder presented a brief overview regarding 2023 US Youth Soccer Southern Regional Championships. A motion was made by Scott Michelet, seconded by Gary Jupiter to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE COOPERATIVE ENDEAVOR AGREEMENT WITH
BATON ROUGE SOCCER ASSOCIATION D/B/A BATON ROUGE SOCCER CLUB
FOR SPONSORSHIP OF 2023 US YOUTH SOCCER SOUTHERN REGIONAL CHAMPIONSHIPS**

DECEMBER 15, 2022

BE IT HEREBY RESOLVED by the Board of Directors (the “Board”) of Visit Baton Rouge (“VBR”) that, in order to provide VBR with an opportunity to stimulate and promote tourism to the City of Baton Rouge and the Parish of East Baton Rouge, it is advisable and in the best interest of VBR to enter into a Cooperative Endeavor Agreement with Baton Rouge Soccer Association, a Louisiana non-profit corporation d/b/a the Baton Rouge Soccer Club providing for VBR’s sponsorship as a top-tier of a soccer tournament to be held in the City of Baton Rouge on

June 21, 2023 through June 28, 2023 currently entitled “2023 US Youth Soccer Southern Regional Championships” (the “CEA”).

BE IT FURTHER RESOLVED by the Board of VBR that Jill C. Kidder, VBR President and CEO, and Claude Reynaud, Chairman of the Board (collectively, the “Authorized Representatives”), are hereby authorized, directed, and empowered in the name of and on behalf of VBR to negotiate, execute, acknowledge, and deliver, the CEA and/or any and all other documents as may be necessary or appropriate to effect or carry out the transactions contemplated hereby, on such terms and conditions as may be determined in such Authorized Representatives’ discretion to be appropriate, necessary or advisable, provided that the amount to be paid by VBR under the CEA for the sponsorship shall not exceed \$200,000.

BE IT FURTHER RESOLVED by the Board of VBR, that the Authorized Representatives are hereby authorized, empowered, and directed to do or cause to be done all such acts or things and to make, execute, and deliver, or cause to be made, executed, delivered, and performed, all such documents, instruments, and certificates, as the Authorized Representatives may deem necessary, proper, advisable, or convenient, to effectuate or carry out the purpose and intent of the foregoing resolutions.

BE IT FURTHER RESOLVED by the Board of VBR, that if any such documents have been negotiated, entered into, executed, or delivered, or such further acts have been done prior to the date these resolutions were adopted as a consequence of or in connection with the transactions described and contemplated by the foregoing resolutions or as otherwise deemed necessary by any of the Authorized Representatives in accordance with the foregoing resolutions, the execution and delivery of such documents and the taking of such further acts is hereby ratified, approved, confirmed and adopted in all respects.

Motion carried.

After a brief discussion regarding LAMP accounts, a motion was made by Robyn Merrick, seconded by Gary Jupiter to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE TRANSFER OF FUNDS TO LOUISIANA ASSET MANAGEMENT POOL**

DECEMBER 15, 2022

WHEREAS, in accordance with the policies of Visit Baton Rouge (“VBR”), from time-to-time, VBR funds may be transferred to or from the Reserve and Operations Contingency Fund, the Building Repair, Renovation, Acquisition, and Relocation Fund, the Special Projects Fund, and the OPEB L/T Retirement Trust Reserve Fund (the “Funds”) with the Louisiana Asset Management Pool (“LAMP”) and other VBR account(s), as such transfer(s) may be authorized, approved and directed by the Board of Directors (the “Board”) of VBR.

WHEREAS, the Board has determined that it is advisable and in the best interest of VBR to approve and direct the wire transfer(s) of certain sums, as more particularly set forth herein, from unrestricted cash funds in VBR's account(s) with Investar Bank into the LAMP Funds for the benefit of VBR.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that Jill C. Kidder, the President & CEO of VBR ("Kidder"), is hereby authorized and directed to transfer, by wire(s), the sum of Two Million and Two Hundred Fifty Thousand and No/100 Dollars (\$2,250,000) from VBR's unrestricted cash funds in account(s) with Investar Bank into the LAMP for the benefit of VBR, with (i) Five Hundred Thousand and No/100 Dollars (\$500,000) to be deposited into the **Building Repair, Renovation, Acquisition and Relocation Fund**, (ii) Nine Hundred Sixty-Five Thousand (\$965,000) to be deposited into the **Reserve & Operations Contingency Fund**, (iii) Seven Hundred Thousand (\$700,000) to be deposited into **Special Projects Fund** and (iv) Eighty-Five Thousand (\$85,000) to be deposited into the **OPEB L/T Retirement Trust Reserve Fund** account.

BE IT FURTHER RESOLVED that, Kidder and any other officer, director, agent, or employee of VBR is further directed and empowered in the name of and on behalf of VBR to execute any agreement, certificate, instrument, or other document and/or to take any other action that Kidder, in her sole discretion, deems necessary or convenient to the accomplishment of the previous resolution.

Motion carried.

Jill Kidder presented an overview regarding the interest rate for delinquent payments relating to the levying of occupancy taxes. A motion was made by Gary Patureau, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING REDUCTION OF THE INTEREST RATE ON UNPAID TAXES
UNDER THE RESOLUTIONS LEVYING LODGING TAX**

DECEMBER 15, 2022

WHEREAS, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") has, acting under the authority granted to it under Act 47 of the 1995 Regular Session of the Louisiana Legislature, levied a tax of three percent (3%) on the occupancy of hotel rooms, motel rooms, and overnight camping facilities within the Parish of East Baton Rouge, dated effective July 1, 1996 (such resolution levying such tax, as amended from time-to-time, is referred to hereinafter as the "3% Resolution");

WHEREAS, the Board of VBR has, acting under the authority granted to it under Act 1072 of the 1997 Regular Session of the Louisiana Legislature, levied an additional tax of one percent (1%) on the occupancy of hotel rooms, motel rooms, and overnight camping facilities

within the Parish of East Baton Rouge, dated effective January 1, 1999 (such resolution levying such tax, as amended from time-to-time, is referred to hereinafter as the "1% Resolution");

WHEREAS, the Board of VBR has, acting under the authority granted to it under Act 310 of the 2017 Regular Session of the Louisiana Legislature, levied an additional tax of two percent (2%) on the occupancy of hotel rooms, motel rooms, and overnight camping facilities within certain portions of the Parish of East Baton Rouge, dated effective January 1, 1999 (such resolution levying such tax, as amended from time-to-time, is referred to hereinafter as the "2% Resolution");

WHEREAS, Act 87 of the 2022 Regular Session of the Louisiana Legislature set a limitation on the maximum interest rate chargeable on unpaid local sales and use taxes that become due on or after January 1, 2023 at the rate of one percent (1%) per month;

WHEREAS, the Board has determined it to be advisable and in the best interest of VBR to reduce the interest rate chargeable on unpaid occupancy taxes that become due on or after January 1, 2023 under the 3% Resolution, 1% Resolution, and 2% Resolution to be consistent with the maximum interest rate set forth in Act 87 of the 2022 Regular Session of the Louisiana Legislature;

THEREFORE, BE IT HEREBY RESOLVED that the portion of the second sentence of the second paragraph of Section 5 of the 3% Resolution that currently reads as follows: "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 (1.25%) percent per month or fractional part thereof;" is hereby revised in its entirety to read:

"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 (1.25%) percent per month or fractional part thereof for taxes which became due before January 1, 2023 or at the rate of one (1.00%) percent per month or fractional part thereof for taxes which became due on or after January 1, 2023;"

BE IT FURTHER RESOLVED that the portion of the second sentence of the second paragraph of Section 5 of the 1% Resolution that currently reads as follows: "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," is hereby revised in its entirety to read:

"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 (1.25%) percent per month or fractional part thereof for taxes which became due before January 1, 2023 or at the rate of one

(1.00%) percent per month or fractional part thereof for taxes which became due on or after January 1, 2023;”

BE IT FURTHER RESOLVED that the portion of the second sentence of the second paragraph of Section 5 of the 2% Resolution that currently reads as follows: “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,” is hereby revised in its entirety to read:

“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 (1.25%) percent per month or fractional part thereof for taxes which became due before January 1, 2023 or at the rate of one (1.00%) percent per month or fractional part thereof for taxes which became due on or after January 1, 2023;”

BE IT FURTHER RESOLVED that (i) other than as expressly set forth in the preceding three (3) resolutions, the 3% Resolution, 1% Resolution, and 2% Resolution are not herein further revised, changed, modified or amended in any manner and remain in full force and legal affect and (ii) the effective date of the preceding three (3) resolutions shall be the effective date of Act 87 of the 2022 Regular Session of the Louisiana Legislature, or such later date as may be required by law.

Motion carried.

Discussion was held regarding updating the current signature cards for the Tourism Revival Fund. A motion was made by Mary Stein, seconded by Gary Patureau to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING EXECUTION OF BANK SIGNATURE CARD**

DECEMBER 15, 2022

BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that, effective immediately and continuing until revoked or modified by the Board, the Chairman, Vice-Chairman, Secretary/Treasurer, and President & CEO of VBR are hereby authorized and requested, on behalf of VBR, to sign and deliver to Investar Bank (“Investar”) appropriate bank signature authorization card(s) relating to an account at Investar entitled “VBR Tourism Revival Fund” to enable such individuals to sign drafts, checks, and other bank documents and instruments on behalf of VBR.

The motion was amended by Gary Patureau, seconded by Gary Jupiter to amend the original Resolution and add Scott Michelet, Immediate Past Chairman to the signature card.

Motion carried.

Jill Kidder reported that she would like to enter into a contract with an industry related research firm and noted that the contractual amount was over her \$50,000 limit. A motion was made by Scott Michelet, seconded by Kim Ginn to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE AUTHORITY OF THE PRESIDENT AND CEO
TO ENTER INTO AN AGREEMENT WITH ZARTICO, CORPORATION**

DECEMBER 15, 2022

BE IT HEREBY RESOLVED by the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that Jill C. Kidder, VBR President and CEO, ("Kidder"), is hereby authorized, directed, and empowered in the name of and on behalf of VBR to negotiate, execute, acknowledge, and deliver, an agreement with Zartico, Corporation ("Zartico") in connection with Zartico's provision of certain research services to and for VBR, as the same shall be more particularly set forth in such agreement, on such terms and conditions as may be determined in Kidder's discretion to be appropriate, necessary or advisable, provided that the amount to be paid by VBR under such agreement shall not exceed \$75,000.

BE IT FURTHER RESOLVED by the Board of VBR, that Kidder is hereby authorized, empowered, and directed to do or cause to be done all such acts or things and to make, execute, and deliver, or cause to be made, executed, delivered, and performed, all such documents, instruments, and certificates, as Kidder may deem necessary, proper, advisable, or convenient, to effectuate or carry out the purpose and intent of the foregoing resolution.

BE IT FURTHER RESOLVED by the Board of VBR, that if any such documents have been negotiated, entered into, executed, or delivered, or such further acts have been done prior to the date these resolutions were adopted as a consequence of or in connection with the transactions described and contemplated by the foregoing resolutions or as otherwise deemed necessary by Kidder in accordance with the foregoing resolutions, the execution and delivery of such documents and the taking of such further acts is hereby ratified, approved, confirmed and adopted in all respects.

Motion carried.

Jill Kidder introduced Laura Cating as the new Senior Vice President of Marketing & Communications and will begin her new role on December 28, 2022.

Gary Jupiter reported that the Nominating Committee met on November 14, 2022 and presented the slate of officers that would be voted on in January, 2023:

Claude Reynaud, Chairman
Mary Stein, Vice Chairman
Gary Jupiter, Secretary/Treasurer
Scott Michelet, Immediate Past Chairman

Jill Kidder presented a President's Report.

There being no further business, the meeting adjourned.