

VISIT BATON ROUGE

BOARD MINUTES

December 2023

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, December 14, 2023, at Visit Baton Rouge, located at 359 Third Street.

Present were:

Claude Reynaud
Mary Stein
Gary Jupiter
Gary Patureau
Marty Engquist
Rowdy Gaudet
Kim Ginn

Absent:

Scott Michelet
Mickey Freiberg
Robyn Merrick

Present but not participating in formal actions:

Jill Kidder, Staff
Lauralyn Maranto, Staff
Danielle Prejean, Staff
Stacy Simon, Staff
Laura Cating, Staff
Geraldine Bordelon, Staff
Jason Suitt, Staff
Sid Jackson, Retired Controller
Amanda Adolph, Kean Miller
Chuck Elkins, Legal Counsel
Stephen Hightower

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 ratification of the use of Louisiana Tourism Recovery Funds and 2/3 vote was needed to add. A motion was made by Kim Ginn, seconded by Gary Jupiter to add the item to the agenda.

Motion carried.

Jill Kidder acknowledged Claude Reynaud for his dedication and service as serving as Chair for the past two years. Jill introduced Stephen Hightower, who will replace Mickey Freiberg as the Louisiana Restaurant Representative – Baton Rouge Chapter. Mr. Freiberg was term limited.

A motion was made by Gary Jupiter, seconded by Kim Ginn to adopt the October 19, 2023, minutes as presented.

Motion carried.

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

In a public hearing, Danielle Prejean reviewed the 2024 Proposed Budget. A motion was made by Mary Stein, seconded by Gary Jupiter to adopt the 2024 Budget as presented. The Finance Committee met on November 16, 2023 to review the proposed 2023 Budget.

Motion carried.

Claude Reynaud reported that the Nominating Committee met on December 11, 2023 and presented the slate of officers that would be voted on in January, 2023:

Mary Stein, Chairwoman
Gary Jupiter, Vice Chair
Kim Ginn, Secretary/Treasurer
Claude Reynaud, Immediate Past Chairman

Mary Stein reported that the Personnel Committee met on November 28, 2023 and reviewed Jill Kidder's Employee Agreement and proposed amendments to the Employee Policy & Procedure Manual.

Ms. Stein presented a summary regarding revisions to Jill Kidder's proposed Employment Agreement. A motion was made by Gary Jupiter, seconded by Kim Ginn to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF THE 2024 EMPLOYMENT AGREEMENT OF THE PRESIDENT & CEO**

December 14, 2023

BE IT RESOLVED by the Board of Directors of VBR (the "Board") that the base salary of the President & CEO of VBR be set at the sum of Two Hundred Thousand and NO/100 Dollars (\$200,000.00) for the period January 1 through December 31, 2024, payable bi-monthly.

BE IT FURTHER RESOLVED by the Board that in addition to the base salary increase set forth in the prior resolution, the employment agreement by and between Visit Baton Rouge and its CEO (the "CEO Employment Agreement") be revised and amended: (i) to provide for a three (3) year contract term, subject to recurring mutually-agreeable annual extensions, beginning effective January 1, 2024; (ii) to provide for a minimum annual base salary increase of the greater of three (3%) percent or the annual net change in the CPI-U South index; (iii) for an additional payment of Five Thousand and NO/100 (\$5,000) annually into VBR's 457 Deferred Compensation Plan for the benefit of the CEO; (iv) for an incentive payment for 2024 of Five Thousand and NO/100 (\$5,000); and (v) for such other agreements, additions, changes, and modifications reflected in the CEO Employment Agreement draft attached hereto as Exhibit "A."

BE IT FURTHER RESOLVED by the Board that Claude F. Reynaud, Jr., Chairman of the Board, acting on behalf of VBR, be authorized and directed to execute and deliver to the President & CEO the CEO Employment Agreement dated effective January 1, 2024 in the general form and substance of Exhibit “A,” but further subject to any corrections, amendments, or modifications that the Chairman, acting in his sole discretion, believes to be appropriate and in the best interest of Visit Baton Rouge.

Motion carried.

Ms. Stein reviewed proposed updates to the Employee Policy and Procedure Manual. On a motion by Gary Patureau, seconded by Marty Engquist to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF AMENDMENTS TO THE VBR EMPLOYEE POLICY & PROCEDURE MANUAL
December 14, 2023**

BE IT RESOLVED by the Board of Directors of VBR (the “Board”) that the current VBR Employee Policy and Procedure Manual (the “Manual”) be revised and amended effective this date as follows (additions to the text of each relevant policy are denoted with underlining, deletions with strikethroughs):

1. That the section entitled “Sick Leave” be revised and amended as shown in Exhibit “A” hereto; and
2. That those portions of “Section 7 – Work Schedules and Leave” of the Manual entitled “Work Hours & Lunch Break” and “Remote Work” be revised and amended as shown in Exhibit “B” hereto.

BE IT FURTHER RESOLVED by the Board that except that as set forth in items 1 and 2 of the previous resolution, the Manual shall remain un-amended and in full force and effect as previously adopted by the Board of Directors of VBR.

Motion carried.

Chuck Elkins presented a proposed contract for public relations with Lou Hammond Group. A motion was made by Mary Stein, seconded by Gary Jupiter, to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF CONTRACT WITH LOU HAMMOND GROUP (“LHG”)
FOR PUBLIC RELATIONS SERVICES
December 14, 2023**

WHEREAS, during August through September 2023 Visit Baton Rouge (“VBR”) conducted a full and fair request for proposals process (the “RFP”) to select an agency to assist VBR with public relations services over the next year.

WHEREAS, pursuant to such RFP, VBR received multiple worthy responses from qualified proposers.

WHEREAS, as part of the RFP, VBR staff carefully and comprehensively analyzed and considered the proposals submitted by the advertising agencies who responded to the RFP.

WHEREAS, as a result of such analysis, VBR staff has selected LHG to provide to VBR certain professional public relations advisory services and strategies over the next year.

WHEREAS, VBR staff represents to the Board that it is their opinion that the proposal of LHG received by VBR in response to the RFP is fair to VBR in all respects and was the proposal most responsive to VBR's needs consistent with the evaluation factors set forth in the RFP.

THEREFORE, BE IT RESOLVED by the Board of Directors (the "Board") of VBR that Jill C. Kidder, President & CEO, and Claude F. Reynaud, Jr., Chairman of the Board, acting jointly, are hereby directed and authorized on behalf of VBR to negotiate, execute, deliver, and cause to be performed an agreement for professional public relations advisory services and strategies with LHG (the "LHG Agreement"), containing such terms and conditions, which in the joint discretion of Ms. Kidder and Mr. Reynaud, are reasonable, appropriate, in the best interests of VBR, and consistent with the RFP and the response by LHG to such RFP.

BE IT FURTHER RESOLVED that Ms. Kidder and Mr. Reynaud, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take all actions, including without limitation to approve, execute, and deliver any agreement, amendment, modification, certificate, instrument, or document determined by them in their joint discretion to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution.

BE IT FURTHER RESOLVED that the Board authorizes and directs that the VBR funding necessary pursuant to the LHG Agreement, to the extent permitted under the statutes and rules governing the Louisiana Tourism Recovery Fund, be allocated from the funds received by VBR pursuant to that certain CEA by and between VBR and the State of Louisiana, Division of Administration dated 12/6/2021, as amended 4/8/2022, pertaining to the Louisiana Tourism Recovery Fund (the "LaTRF Funds").

Motion carried.

Mr. Elkins reviewed a proposed contract for branding services with Luckie. A motion was made by Kim Ginn, seconded by Gary Patureau, to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF CONTRACT WITH LUCKIE & COMPANY, LLC ("LUCKIE"), AN ALABAMA
LIMITED LIABILITY COMPANY, FOR BRANDING SERVICES**

December 14, 2023

WHEREAS, during August through September 2023 Visit Baton Rouge ("VBR") conducted a full and fair request for proposals process (the "RFP") to select an agency to assist VBR in its branding efforts over the next year.

WHEREAS, pursuant to such RFP, VBR received multiple worthy responses from qualified proposers.

WHEREAS, as part of the RFP, VBR staff carefully and comprehensively analyzed and considered the proposals submitted by the advertising agencies who responded to the RFP.

WHEREAS, as a result of such analysis, VBR staff has selected Luckie to provide to VBR certain professional branding advisory services and strategies over the next year.

WHEREAS, VBR staff represents to the Board that it is their opinion that the proposal of Luckie received by VBR in response to the RFP is fair to VBR in all respects and was the proposal most responsive to VBR's needs consistent with the evaluation factors set forth in the RFP.

THEREFORE, BE IT RESOLVED by the Board of Directors (the "Board") of VBR that Jill C. Kidder, President & CEO, and Claude F. Reynaud, Jr., Chairman of the Board, acting jointly, are hereby directed and authorized on behalf of VBR to negotiate, execute, deliver, and cause to be performed an agreement for professional branding advisory services and strategies with Luckie (the "Luckie Agreement"), containing such terms and conditions, which in the joint discretion of Ms. Kidder and Mr. Reynaud, are reasonable, appropriate, in the best interests of VBR, and consistent with the RFP and the response by Luckie to such RFP.

BE IT FURTHER RESOLVED that Ms. Kidder and Mr. Reynaud, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take all actions, including without limitation to approve, execute, and deliver any agreement, amendment, modification, certificate, instrument, or document determined by them in their joint discretion to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution.

BE IT FURTHER RESOLVED that the Board authorizes and directs that the VBR funding necessary pursuant to the Luckie Agreement, to the extent permitted under the statutes and rules governing the Louisiana Tourism Recovery Fund, be allocated from the funds received by VBR pursuant to that certain CEA by and between VBR and the State of Louisiana, Division of Administration dated 12/6/2021, as amended 4/8/2022, pertaining to the Louisiana Tourism Recovery Fund (the "LaTRF Funds").

Motion carried.

Brief discussion was held in regard to a contract with Zartico. 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 APPROVAL OF AGREEMENT FOR
RESEARCH AND DATABASE SERVICES WITH ZARTICO, INC
December 14, 2023**

BE IT RESOLVED by the Board of Directors of Visit Baton Rouge ("VBR") that Jill C. Kidder, President & CEO is hereby authorized and directed on behalf of VBR to negotiate, execute, deliver and cause to be performed an agreement with Zartico Inc, a Delaware corporation, regarding the provision of certain tourism research and other database services to VBR, effective January 1, 2024 for a Twelve (12) month period at a cost to VBR of not more than Seventy-Two Thousand and No/100 Dollars (\$72,000.00) and further containing such other terms and conditions that Ms. Kidder, in her sole discretion, deems reasonable, appropriate, and in the best interest of VBR.

BE IT FURTHER RESOLVED that Jill C. Kidder, President/CEO, is directed and empowered in the name of and on behalf of VBR to take all actions, including without limitation to approve, execute, and deliver any agreement, amendment, modification, certificate, instrument, or document determined by her to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution.

Motion carried.

Angela Adolph, attorney with Kean Miller, presented an overview of amending the bond revenue note. A motion was made by Kim Ginn, seconded by Gary Jupiter to adopt the following Resolution:

RESOLUTION

A Resolution providing for the amendment of a not to exceed \$2,000,000 Revenue Note, Series 2021 (the "**Original Note**"), of Visit Baton Rouge; prescribing the form, terms and conditions of said Amended Note; designating the date, denomination, time and place of payment of said Amended Note; providing for the payment thereof in principal and interest; and providing for other matters in connection therewith.

WHEREAS, Visit Baton Rouge is a body politic and corporate and a political subdivision of the State of Louisiana (the "**Issuer**") created pursuant to Article VI, Sections 19 and 30 of the Louisiana Constitution of 1974, as amended, and Sections 4574 and 4574.16 of Title 33 of the Louisiana Revised Statutes of 1950, as amended; and

WHEREAS, under the authority conferred by Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "**Act**"), the Issuer may issue revenue bonds, notes, or other obligations for any authorized purpose payable from any source whatsoever, including income, revenues and receipts derived or to be derived from the properties and facilities owned, maintained or operated by a public entity or received by a public entity from these properties and facilities, or from contracts or agreements relating to these properties and facilities; and

WHEREAS, in response to the budgetary challenges created by the COVID-19 pandemic and to continue the Issuer's economic development mission to attract and promote conventions and tourism in and to the City of Baton Rouge and the Parish of East Baton Rouge, the Board of Directors of Visit Baton Rouge (the "**Governing Authority**"), under the authority conferred by the Act and pursuant to a Resolution dated January 28, 2021 ("**2021 Resolution**"), issued the Original Note, payable specifically from a pledge and dedication of all available revenues of the Issuer, including, but not limited to, all hotel occupancy taxes levied by the Issuer, after payment of statutory, necessary, and usual charges related to the collection of the hotel occupancy tax (the "**Pledged Revenues**") for the purposes of financing current and future operations and expenses in current and future fiscal years to ensure the continuity of essential government functions and paying costs of issuance; and

WHEREAS, provided that interest due on the Original Note is paid and current, the Original Note authorizes Issuer to extend the Interest-Only End Date for an additional twenty-four (24) months after the Initial Interest-Only End Date and to extend the Maturity Date to the Maximum Maturity Date;

WHEREAS, it is now desired and necessary to fix the details with respect to the amendment of the Original Note and to provide for the authorization thereof;

NOW, THEREFORE, BE IT ORDERED by the Board of Directors of Visit Baton Rouge, acting as the governing authority of the Issuer, meeting in legal and regular session, that:

SECTION 1. Definitions. Capitalized terms used herein without definition shall have the meanings given to them in the Original Note and the 2021 Resolution.

SECTION 2. Amendments to Original Note. The Original Note, shall be modified by an Amendment to Note to reflect the following amendments:

- (a) The Interest-Only End Date shall be extended to January 29, 2026.
- (b) The Maturity Date for the final scheduled payment due under the Original Note shall be extended to January 29, 2031.
- (c) The Issuer shall provide reasonable notice of the exercise of the option to extend herein as provided by Section 2(g) of the 2021 Resolution.

The Original Note, as modified by the Amendment to Note, shall be referred to herein as the ***“Amended Note.”***

SECTION 3. Local Services Agreement. All provisions, rights and obligations set forth in the Local Services Agreement entered into by Issuer, The City of Baton Rouge, and The Parish of East Baton Rouge on September 9, 2020 shall remain in full force and effect and shall not be diminished by any amendment to the Original Note.

SECTION 4. Publication and Recordation. A copy of this Resolution shall be published immediately after its adoption in one (1) issue of the official journal of the Issuer, and a certified copy shall be filed and recorded as soon as possible in the Mortgage Records of the Parish of East Baton Rouge, Louisiana.

This Resolution having been submitted for a vote, the result thereof:

Member	Yes	No	Abstain	Absent
Claude Reynaud	X			
Mary Stein	X			
Gary Jupiter	X			
Scott Michelet				X
Marty Engquist	X			
Kim Ginn	X			
Rowdy Gaudet	X			
Gary Patureau	X			
Mickey Freiberg				X
Robyn Merrick				X

Chuck reported that a ratification was needed regarding the use of Louisiana Tourism Recovery Funds. A motion was made by Gary Patureau, seconded by Gary Jupiter to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OR RATIFICATION OF THE USE OF LOUISIANA TOURISM RECOVERY FUNDS
December 14, 2023**

WHEREAS, on December 15, 2022 the Board of Directors of Visit Baton Rouge (the “Board”) authorized and directed VBR, acting through its authorized representatives, to enter into a cooperative endeavor agreement with the Louisiana State University Agricultural Center relating to the sponsorship by VBR for a period of ten (10) years (beginning in 2024) of an annual holiday light show at LSU Agricultural Center’s Burden Museum and Gardens at a cost to VBR of not more than \$500,000 (the “Holiday Lights CEA”).

WHEREAS, on December 15, 2022 the Board authorized and directed VBR, acting through its authorized representatives, to enter into a cooperative endeavor agreement with the Baton Rouge Soccer Association, a Louisiana not for profit corporation, relating to the sponsorship by VBR of the 2023 US Youth Soccer Southern Regional Championships held in Baton Rouge from June 21 through June 28, 2023 at a cost to VBR of not more than \$200,000 (the “Soccer Regional Championships CEA”).

WHEREAS, in 2023, VBR entered into a CEA to sponsor the LSU/Southern Capital Classic, a week-long celebration in Baton Rouge occurring in the Fall of 2023, at a cost to VBR of not more than \$25,000 (the “Capital Classic CEA”).

WHEREAS, after the events set forth in the above resolutions, VBR professional staff determined that it would be reasonable and appropriate for the funding necessary for the Holiday Lights CEA, the Soccer Regional Championships CEA, and the Capital Classic CEA be allocated from the funds received by VBR pursuant to that certain CEA by and between VBR and the State of Louisiana, Division of Administration dated 12/6/2021, as amended 4/8/2022, pertaining to the Louisiana Tourism Recovery Fund (the “LaTRF Funds”).

WHEREAS, in compliance with VBR policy concerning use of the La TRF Funds, the following resolution is offered:

RESOLVED, that the Board does hereby approve, ratify, and affirm that the VBR funding necessary pursuant to the Holiday Lights CEA, the Soccer Regional Championships CEA, and the Capital Classic CEA, to the extent permitted under the statutes and rules governing the Louisiana Tourism Recovery Fund, be allocated from VBR’s LaTRF Funds.

Motion carried.

There being no further business, the meeting adjourned.

