

VISIT BATON ROUGE

BOARD MINUTES

December 2024

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, December 12, 2024, at Visit Baton Rouge, located at 359 Third Street.

Present were:

Mary Stein
Claude Reynaud
Gary Jupiter
Scott Michelet
Gary Patureau
Marty Engquist
Rowdy Gaudet
Kim Ginn
Robyn Merrick

Absent:

Stephen Hightower

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
Emily Mastrantonio, Staff
Mack Gregorie, Kean Miller
Chuck Elkins, Legal Counsel
Lisa Nice, GFP Architecture Interior Design
Janice DeLerno, The Stockade

Mary Stein called the meeting to order and opened the meeting for public comment.

Jill Kidder acknowledged Scott Michelet for his dedication and service during his tenure on the board. Ms. Kidder introduced Janice DeLerno, who will replace Scott Michelet as the Baton Rouge Lodging Representative. Mr. Michelet was term limited. In other business, Ms. Kidder reported that the 2025 Business Plan would be ready, and the new brand for Visit Baton Rouge would be presented at the January board meeting.

A motion was made by Gary Jupiter, seconded by Kim Ginn to adopt the October 24, 2024, minutes as presented.

Motion carried.

Scott Michelet gave an update regarding the December 9, 2024, Infrastructure Committee Meeting. After a brief discussion, a motion was made by Mary Stein, seconded by Marty Engquist to proceed to close on the purchase agreement and move forward with the purchase of 232 Lafayette Street.

Motion carried.

In regard to retaining an architect for the new building, a motion was made by Scott Michelet, seconded by Claude Reynaud to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING ARCHITECTURAL DESIGN AND OTHER SERVICES FOR
232 LAFAYETTE STREET, BATON ROUGE, LOUISIANA**

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 and tourism.

WHEREAS, in furtherance of its governmental mission and in compliance with its strategic plan, VBR has determined that its present office is insufficient for its needs.

WHEREAS, after study and consideration, VBR has determined that certain architectural design and other project related services with respect to renovation of 232 Lafayette Street, Baton Rouge, Louisiana are needed.

WHEREAS, VBR and its President & CEO have determined that Gros Flores Positerry, LLC Architecture & Interior Design ("GFP") are fully competent and qualified to perform the particular services required by VBR and the fees requested by GFP for such services are fair and reasonable to VBR.

NOW THEREFORE, the following resolutions are offered:

BE IT RESOLVED that the Board hereby authorizes and directs Jill C. Kidder, President & CEO, and the Chairman of the Board, acting in their joint discretion, to negotiate, execute, deliver, and cause to be performed a contract for certain architectural design and other project related services with respect to renovation of 232 Lafayette Street, Baton Rouge, Louisiana by and between VBR and GFP (the "Architectural Services Agreement") containing such terms and conditions as the President & CEO and the Chairman of the Board, in their joint discretion, believe to be in VBR's best interest.

BE IT FURTHER RESOLVED that the President & CEO and the Chairman of the Board, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take all actions related to the accomplishment of the above resolution at any time before or after the execution and delivery of the Architectural Services Agreement, including without limitation to approve any subsequent change, amendment, or modification to the such agreement, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

Motion carried.

Discussion was held regarding transfer of funds. A motion was made by Gary Patureau, seconded by Gary Jupiter to adopt the following Resolution:

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

WHEREAS, in accordance with the policies of Visit Baton Rouge (“VBR”), from time-to-time the Board of Directors of VBR (the “Board”) may authorize and direct the wire transfer of certain VBR money held in VBR’s Reserve and Operations Contingency Fund, the Building Repair, Renovation, Acquisition, and Relocation Fund, the Special Projects Fund, and/or the OPEB L/T Retirement Trust Reserve Fund (the “Funds”), all such Funds held with the Louisiana Asset Management Pool (“LAMP”), to and from the Funds or other VBR account(s) at LAMP or other authorized financial institutions.

WHEREAS, the Board has determined that it is advisable and in the best interest of VBR to approve and direct the wire transfer of certain sums, as more particularly set forth herein, from the LAMP Building Repair, Renovation, Acquisition and Relocation Fund into VBR’s unrestricted cash account held at Investar Bank for the purchase of the building located at 232 Lafayette Street.

NOW, THEREFORE, BE IT RESOLVED by the Board of VBR that Jill C. Kidder, the President & CEO of VBR, is hereby authorized and directed to transfer, by wire, the sum of Eight Hundred Seven Thousand Five Hundred and No/100 Dollars (\$807,500) from VBR’s LAMP Building Repair, Renovation, Acquisition and Relocation Fund into VBR’s unrestricted cash funds to prepare for the purchase of the building located at 232 Lafayette Street.

BE IT FURTHER RESOLVED that the President & CEO, and/or any other officer, director, agent, or employee of VBR authorized in writing by the President & CEO pursuant to this resolution, 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 the President & CEO, in her sole discretion, deems necessary or convenient to the accomplishment of the previous resolution.

Motion carried.

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

In a public hearing, Danielle Prejean reviewed the 2025 Proposed Budget. A motion was made by Robyn Merrick, seconded by Scott Michelet to adopt the 2025 Budget as presented. The Finance Committee met on November 18, 2024 to review the proposed 2025 Budget.

Motion carried.

In preparation for the automation of the accounting systems, Danielle Prejean reviewed revisions to the Accounting & Financial Policies & Procedures Manual. These changes were reviewed by the Finance Committee on November 18, 2024. A motion was made by Kim Ginn, seconded by Gary Patureau to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF AMENDMENTS TO VISIT BATON ROUGE'S
ACCOUNTING & FINANCIAL POLICIES & PROCEDURE MANUAL**

BE IT RESOLVED by the Board of Directors (the “Board”) of Visit Baton Rouge (“VBR”) that the current VBR Accounting and Financial Policies and Procedures Manual (the “Manual”) be revised in its entirety as shown on Exhibit “A” attached hereto.

Motion carried.

Claude Reynaud reported that the Nominating Committee met on November 11, 2024 and presented the slate of officers that would be voted on in January, 2025:

Gary Jupiter, Chairman
Rowdy Gaudet, Vice Chairman
Stephen Hightower, Secretary/Treasurer
Mary Stein, Immediate Past Chair

Gary Jupiter reported that the Personnel Committee met on November 21, 2024 and reviewed Jill Kidder’s proposed Employee Agreement for 2025. Chuck Elkins reviewed the proposed revisions to the agreement. 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 APPROVAL OF THE 2025 EMPLOYMENT AGREEMENT
OF THE PRESIDENT & CEO**

BE IT RESOLVED by the Board of Directors of VBR (the “Board”) that the annual base salary of the President & CEO of VBR be set at the sum of Two Hundred Thirteen Thousand Seven Hundred Ninety-Five and No/100 Dollars (\$213,795.00) for the period January 1 through December 31, 2025, 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 in its entirety: (i) to

provide for a five (5) year contract term, subject to recurring mutually-agreeable annual extensions, beginning effective January 1, 2025; (ii) to eliminate the minimum annual base salary increase of the greater of three (3%) percent or the annual net change in the CPI-U South index; (iii) to provide 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) to provide for an incentive payment for 2025 of Five Thousand and NO/100 (\$5,000) based upon the CEO meeting certain performance goals; and (v) to provide for such other agreements, additions, changes, and modifications as reflected in the 2025 CEO Employment Agreement draft attached hereto as Exhibit "A."

BE IT FURTHER RESOLVED by the Board that Mary H. Stein, Chairwoman 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, 2025 substantially in the form and substance of Exhibit "A," but further subject to any corrections, amendments, or modifications that the Chairwoman, acting in her sole discretion, believes to be appropriate and in the best interest of Visit Baton Rouge.

Motion carried.

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

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING RENEWAL OF CONTRACT WITH LOU HAMMOND GROUP
("LHG") FOR PUBLIC RELATIONS SERVICES**

WHEREAS, during 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 and Lou Hammond Group ("LHG") was selected.

WHEREAS, pursuant to such RFP, VBR contracted with LHG for an initial term through December 15, 2024.

WHEREAS, VBR now wishes to renew such contract for an additional term of one (1) year, beginning January 1, 2025.

THEREFORE, BE IT RESOLVED by the Board of Directors (the "Board") of VBR that Jill C. Kidder, President & CEO, and the 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 as the President & CEO and the Chairman of the Board, in their joint discretion, believe to be in VBR's best interest.

BE IT FURTHER RESOLVED that the President & CEO and the Chairman of the Board, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take

all actions related to the accomplishment of the above resolution at any time before or after the execution and delivery of the LHG Agreement, including without limitation to approve any subsequent change, amendment, or modification to the such agreement, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

Motion carried.

Brief discussion was held regarding a proposed contract with Tourism Economics Symphony. Chuck Elkins presented an overview of the services. A motion was made by Gary Patureau, seconded by Robyn Merrick to approve the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF CONTRACT WITH TOURISM ECONOMICS, INC.
FOR DATA AGGREGATION AND TOURISM ANALYTICS SOFTWARE SERVICES**

WHEREAS, during October through November 2024, Visit Baton Rouge (“VBR”) conducted a full and fair request for proposals process (the “RFP”) to select a tourism data aggregation and tourism analytics software partner to assist VBR in its mission of promoting tourism to East Baton Rouge Parish over the next three (3) calendar years.

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 companies who responded to the RFP.

WHEREAS, as a result of such analysis, VBR staff has selected Tourism Economics, Inc. (“TE”) 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 TE 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 the 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 tourism data aggregation, research and reporting, and other related services with TE (the “TE Agreement”), containing such terms and conditions, which in the joint discretion of the President & CEO and the Chairman of the Board, are reasonable, appropriate, in the best interests of VBR, and consistent with the RFP and the response by TE to such RFP.

BE IT FURTHER RESOLVED that the President & CEO and the Chairman of the Board, acting jointly, are further directed and empowered in the name of and on behalf of VBR to

take all actions related to the accomplishment of the above resolution at any time before or after the execution and delivery of the TE Agreement, including without limitation to approve any subsequent change, amendment, or modification to the CEA referred to in the prior resolution, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

BE IT FURTHER RESOLVED that in no case shall the TE Agreement authorized by the above two (2) resolutions provide for a term of greater than thirty-six (36) months and an expenditure of funds by VBR with respect to the TE Agreement and any related items exceeding the sum of ninety-four thousand five hundred and no/100 dollars (\$94,500.00) for the first twelve months of the agreement and ninety-three thousand five hundred and no/100 dollars (\$93,500.00) per year for the remaining twenty-four (24) months.

Chuck Elkins presented an overview regarding Southern University Scott's Bluff Trail. A motion was made by Claude Reynaud, seconded Kim Ginn to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING AUTHORITY TO NEGOTIATE AND DELIVER A CEA WITH
SOUTHERN UNIVERSITY OR ITS DESIGNATED RELATING TO THE CREATION
OF THE SCOTT'S BLUFF INTERPRETIVE TRAIL**

WHEREAS, the Board of Directors (the "Board") of VBR is charged with assisting in the economic development of East Baton Rouge Parish through the promotion of travel and tourism in such Parish.

WHEREAS, in furtherance of its governmental mission and in compliance with its strategic plan, VBR desires to enter into a cooperative endeavor agreement (the "CEA") with Southern University or its designated affiliate ("SU") to create and fund the Scott's Bluff Interpretive Trail (the "Trail") on the Baton Rouge campus of Southern University.

WHEREAS, the Board finds that the Trail will be attractive to visitors to Baton Rouge and East Baton Rouge Parish and will highlight a location of both natural beauty and cultural and historic significance located on the Baton Rouge campus of Southern University.

WHEREAS, to authorize the President & CEO and the Chairman of the Board to enter into and deliver the CEA described above and to attend to any other matters necessary and convenient to same, the following resolutions are offered:

NOW THEREFORE, BE IT RESOLVED that the Board hereby authorizes and directs Jill C. Kidder, President & CEO, and the Chairman of the Board, acting in their joint discretion, to negotiate, execute, deliver and cause to be performed the CEA by and between VBR and SU pertaining to the creation and funding of the Trail and containing such terms and conditions as the Chairman of the Board and the President & CEO, in their joint discretion, believe to be in VBR's best interest.

BE IT FURTHER RESOLVED that the President & CEO and Chairman of the Board, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take all actions related to the accomplishment of the above resolution at any time before or after the execution and delivery of the CEA, including without limitation to approve any subsequent change, amendment, or modification to the CEA referred to in the prior resolution, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

BE IT FURTHER RESOLVED that in no case shall the CEA authorized by the above two (2) resolutions provide for the expenditure of funds by VBR with respect to the CEA, the Trail, and any related items, exceed the sum of Two Hundred Thousand and No/100 Dollars (\$200,000.00).

There being no further business, the meeting adjourned.