

# VISIT BATON ROUGE

## BOARD MINUTES

### December 2025

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, December 11, 2025, at Visit Baton Rouge Office, located at 359 Third Street.

**Present were:**

Gary Jupiter  
Rowdy Gaudet  
Stephen Hightower  
Mary Stein  
Claude Reynaud  
Gary Patureau  
Marty Engquist  
Janice DeLerno  
Jeremy Fontenot

**Absent:**

Robyn Merrick

**Present but not participating in formal actions:**

Jill Kidder, Staff  
Lisa Clary, Staff  
Danielle Prejean, Staff  
Stacy Simon, Staff  
Laura Cating, Staff  
Emily Mastrantonio, Staff  
Lauralyn Maranto, Staff  
Chuck Elkins, Legal Counsel  
Scott Landry, Legal Counsel  
Scott Michelet  
Karen Soniat

Gary Jupiter called the meeting to order and opened the meeting for public comment. There being no public comment, and the meeting resumed.

Gary Jupiter informed the board members that the following item would be removed from the agenda:

*Section IX. Item B. Discussion/action in connection with Southern University Scott's Bluff Trail.*

This item was removed since the contract will not expire until the end of 2026.

In other business, Jill Kidder presented the 2025 VBR Plan of Work update and the Meetings Guide and Sports Venues brochures to the board.

Jill Kidder introduced Karen Soniat, President and Executive Director of the Louisiana Art & Science Museum. She stated that Karen Soniat will replace term expired board member, Mary Stein, in one of the two Metro Council board seats on the Board effective January 1, 2026.

A motion was made by Mary Stein, seconded by Marty Engquist, to adopt the minutes of the following meetings minutes as presented:

- Minutes of October 23, 2025, Board Meeting
- Minutes of November 6, 2025, Emergency Board Meeting
- Minutes of November 13, 2025, Finance Committee Meeting
- Minutes of November 19, 2025, Personnel Committee Meeting
- Minutes of December 4, 2025, Nominating Committee Meeting

Motion carried.

Danielle Prejean, VP of Finance, presented the Treasurer's Report and reviewed the October 2025 Financial Statements.

Danielle Prejean reviewed the second revisions to the 2025 Budget. The revisions were reviewed by the Finance Committee on November 13, 2025, and recommended to the board for approval.

A motion was made by Claude Reynaud, seconded by Jeremy Fontenot to adopt the following resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPROVAL OF AMENDMENTS TO THE FISCAL YEAR 2025 BUDGET**

**December 11, 2025**

**BE IT RESOLVED** that, acting upon the recommendation of the Finance Committee of the Board of Directors of Visit Baton Rouge ("VBR"), the Board of Directors of VBR hereby adopts the amendments, changes, and modifications to the Fiscal Year 2025 Budget reflected in the Exhibit "A" attached to this Resolution, effective December 11, 2025.

Exhibit "A"

Motion Carried.

Danielle Prejean reviewed the second revisions to the Accounting & Financial Policies & Procedures Manual. These changes were reviewed by the Finance Committee on November 14, 2025, and recommended to the board for approval.

A motion was made by Gary Patureau and seconded by Janice DeLerno to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPROVAL OF AMENDMENTS TO THE  
ACCOUNTING AND FINANCE POLICIES AND PROCEDURES MANUAL**

**DECEMBER 11, 2025**

**BE IT RESOLVED** that, acting on the recommendation of the Finance Committee of the Board of Directors of Visit Baton Rouge ("VBR"), the Board of Directors of VBR hereby adopts the amendments, changes, and modifications to the VBR Accounting and Finance Policies and Procedures Manual reflected in the Exhibit "A" attached to this Resolution effective December 11, 2025.

Exhibit "A"

Motion Carried.

President and CEO, Jill Kidder presented the Presidents' Report to the board.

In a public hearing, Danielle Prejean, VP of Finance, reviewed the 2026 Proposed Budget. The PBC 2026 Budget was presented for reference. Danielle discussed a change to page 6 in reference to the PBC funds.

A motion was made by Claude Reynaud, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE ("VBR")  
CONCERNING THE ADOPTION OF THE 2026 FISCAL YEAR BUDGET**

**DECEMBER 11, 2025**

**WHEREAS**, pursuant to good management practice and the Louisiana Local Government Budget Act, La. R.S. §39:1301 *et seq.*, 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; and

**WHEREAS**, the Board wishes to adopt and authorize the implementation of the proposed 2026 fiscal year budget as prepared by VBR's President & CEO as follows.

**NOW THEREFORE, BE IT HEREBY RESOLVED** by the Board of Directors of Visit Baton Rouge that the proposed 2026 fiscal year budget presented to the Board by its President and CEO at the meeting at which this resolution was adopted, being the same budget document prepared by VBR and properly

advertised for public inspection prior to such meeting, be and hereby is approved as the VBR general fund budget for VBR fiscal year 2026.

**BE IT FURTHER RESOLVED**, that pursuant to 39:1305(D), the President & CEO is hereby authorized, at her sole discretion and without further action by the Board, to make changes in budgeted amounts within the various budget classifications of up to five (5%) percent, provided, however, any change greater than five (5%) percent or affecting the total expenditures by VBR for fiscal year 2026 shall require the approval of the Board.

Motion carried.

Mary Stein, Chairman of the Nominating Committee reported that the Nominating Committee met on December 4, 2025. She reported that the nominating committee would present the following 2026 slate of officers to be voted on at the January 2026 Board Meeting:

Rowdy Gaudet, Chairman  
Stephen Hightower, Vice Chairman  
Robyn Merrick, Secretary/Treasurer  
Gary Jupiter, Immediate Past Chair

At this time, Gary Jupiter and Jill Kidder acknowledged Mary Stein for her dedication and service to Visit Baton Rouge during her tenure as a member of the VBR board.

Rowdy Gaudet, reported that the Personnel Committee met on November 19, 2025, and reviewed Jill Kidder's proposed Employee Agreement for 2026 and recommends the updates for Board approval. Scott Landry discussed the proposed revisions to the agreement.

A motion was made by Rowdy Gaudet, seconded by Claude Reynaud to enter Executive Session.

Gary Jupiter stated that all applicable legal pre-requisites necessary for entering Executive Session have been complied with, and the Board of Directors will take no vote or binding action in Executive Session. He stated a majority vote was needed to enter Executive Session. A vote was taken for the record.

Vote:

Gary Jupiter – Yes	Marty Engquist - Yes	Mary Stein - Yes
Stephen Hightower – Yes	Jeremy Fontenot - Yes	
Rowdy Gaudet – Yes	Gary Patureau - Yes	
Claude Reynaud – Yes	Janice DeLerno – Yes	

Motion Carried.

The Board formally entered Executive Session.  
Executive Session ended.

A motion was made by Gary Jupiter, seconded by Claude Reynaud to formally exit Executive Session and a vote was taken.

Vote:

Gary Jupiter – Yes  
Stephen Hightower – Yes  
Rowdy Gaudet – Yes  
Claude Reynaud – Yes

Marty Engquist – Yes  
Jeremy Fontenot - Yes  
Gary Patureau - Yes  
Janice DeLerno - Yes

Mary Stein - Yes

Motion Carried.

A motion was made by Claude Reynaud, seconded by Mary Stein to adopt the following resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPROVAL OF THE 2026 EMPLOYMENT AGREEMENT OF THE PRESIDENT & CEO**

**DECEMBER 11, 2025**

**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 Eighteen Thousand Seventy and No/100 Dollars (\$218,070.00) for the period January 1 through December 31, 2026, payable semi-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 to provide for such other agreements, additions, changes, and modifications as reflected in the 2026 CEO Employment Agreement draft attached hereto as Exhibit “A.”

**BE IT FURTHER RESOLVED** by the Board that Gary Jupiter, 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, 2026 substantially in the 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.

*The remainder of this page was intentionally left blank.*

Exhibit “A”

Motion Carried.

Scott Landry discussed the change of the Administrator of the VBR OPEB/Retirement Plan to Lisa Clary, VP of Administration, due to the recent retirement of the current administrator.

On a motion by Gary Patureau, seconded by Stephen Hightower, the following resolution was adopted:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPOINTMENT OF LISA CLARY AS ADMINISTRATOR OF THE VBR OPEB PLAN  
DECEMBER 11, 2025**

**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 in such Parish.

**WHEREAS**, in furtherance of its governmental mission and acting for the benefit of its current and retired employees, the Board has established a Retiree Health and Other Post-Employment Benefits Other Than Pension Benefits Plan (the "OPEB Plan" or "Plan").

**WHEREAS**, the prior Administrator of the Plan, Lauralyn Maranto, has resigned, and the position is currently vacant.

**NOW THEREFORE, BE IT RESOLVED** that the Board hereby appoints Lisa Clary, VBR Vice President of Administration, as the Administrator of the Plan, with all the rights and obligations of such office, effective the date of this Resolution.

Motion Carried.

Scott Landry discussed the revisions to the VBR Retired Employee Insurance Benefit Plan as recommended by the Personnel Committee.

A motion was made by Marty Engquist, seconded by Mary Stein to adopt the following resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPROVAL OF THE CHANGES TO VBR RETIRED OPEB BENEFIT PLAN  
DECEMBER 11, 2025**

**BE IT RESOLVED** by the Board of Directors ("Board") of Visit Baton Rouge ("VBR") that the current VBR Retired OPEB Benefit Plan ("OPEB Plan") be revised as shown on Exhibit "A" attached hereto.

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

Exhibit "A"

Scott Landry discussed the revisions to the Employee Policy and Procedure Manual as recommended by the Personnel Committee.

A motion was made by Stephen Hightower and seconded by Jeremy Fontenot to adopt the following resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPROVAL OF AMENDMENTS TO THE EMPLOYEE POLICY AND PROCEDURE  
MANUAL**

**DECEMBER 11, 2025**

**BE IT RESOLVED** that, acting on the recommendation of the Personnel Committee of the Board of Directors of Visit Baton Rouge ("VBR"), the Board of Directors of VBR hereby adopts the amendments, changes, and modifications to the VBR Employee Policy and Procedures Manual reflected in the Exhibit "A" attached to this Resolution effective December 11, 2025.

Exhibit "A"

Chuck Elkins presented the proposed contract for public relations with Lou Hammond Group.

A motion was made by Claude Reynaud, seconded by Gary Patureau, to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING RENEWAL OF CONTRACT WITH LOU HAMMOND GROUP FOR PUBLIC  
RELATIONS SERVICES**

**DECEMBER 11, 2025**

**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 renewed such contract for an additional term of one (1) year, beginning January 1, 2025.

**WHEREAS**, VBR now wishes to renew such contract for a second additional term of one (1) year, on terms and conditions to be agreed to by and between VBR and LHG, beginning January 1, 2026.

**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.

Discussion was held regarding transfer of funds from the Louisiana Asset Management Pool Account to pay off existing debt.

A motion was made by Mary Stein, seconded by Gary Patureau to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING TRANSFER OF FUNDS FROM LOUISIANA ASSET MANAGEMENT  
POOL TO PAY OFF EXISTING DEBT  
DECEMBER 11, 2025**

**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 of certain sums, as more particularly set forth herein, from the LAMP Building Repair, Renovation, Acquisition and Relocation Fund into the unrestricted cash funds for the purpose of retiring existing indebtedness. VBR's outstanding obligations include: (1) a \$2,000,000 Non-Revolver Line of Credit, of which \$483,787 has been drawn to fund VBR parking lot; and (2) a City Loan related to the 2007 renovation of 359 Third Street, with an approximate remaining principal balance of \$205,000.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of VBR that Jill C. Kidder, the President & CEO of VBR ("Kidder"), is hereby authorized and directed to initiate a wire transfer in an amount not to exceed Six Hundred Ninety Thousand and No/100 Dollars (\$690,000) from the LAMP Building Repair, Renovation, Acquisition and Relocation Fund to VBR's unrestricted cash accounts for the sole purpose of retiring existing indebtedness.

**BE IT FURTHER RESOLVED** that Kidder, and any other officer, director, agent, or employee of VBR who is authorized in writing by Kidder, 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.

\* \* \* \* \*

CERTIFICATE

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, Stephen Hightower, certify that I am the duly qualified and acting Secretary / Treasurer of the Board of Directors of Visit Baton Rouge (the "Board"), the governing authority of Visit Baton Rouge ("VBR"). I further certify that the above and foregoing resolution to which this certificate is attached is a true and correct excerpt from the minutes of a properly constituted meeting of the Board held at VBR's office on December 11, 2025, and at which meeting a quorum of the Board was present and acting throughout.

IN WITNESS WHEREOF, witness my official signature on this 11<sup>th</sup> day of December 2025, at Baton Rouge, Louisiana.

\_\_\_\_\_  
Stephen Hightower  
Secretary / Treasurer  
Date: December 11, 2025

Attest:

\_\_\_\_\_  
Gary Jupiter  
Chairman  
Date: December 11, 2025

Motion carried.

Chuck Elkins discussed a proposed contract with Civitas Advisors for the creation and implementation of a TRID.

A motion was made by Gary Patureau and seconded by Mary Stein to adopt the following resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING AUTHORITY TO NEGOTIATE AND DELIVER A CONTRACT WITH  
CIVITAS ADVISORS FOR THE CREATION AND IMPLEMENTATION OF A TOURISM RECOVERY  
AND IMPROVEMENT DISTRICT  
DECEMBER 11, 2025**

**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 a contract with Civitas Advisors or its designated affiliate ("CIVITAS") to create and implement an innovative funding mechanism for a Tourism and Recovery Improvement District ("TRID").

**WHEREAS**, to authorize the President & CEO and the Chairman of the Board to enter into and deliver the contract 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 contract by and between VBR and CIVITAS pertaining to the creation and implementation of a funding mechanism for a TRID 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 contract, including without limitation to approve any subsequent change, amendment, or modification to the contract 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 contract authorized by the above two (2) resolutions provide for the expenditure of funds by VBR with respect to the contract and any related items, exceed the sum of Seventy-Eight Thousand and No/100 Dollars (\$78,000.00).

\* \* \* \* \*

## CERTIFICATE

**STATE OF LOUISIANA**

**PARISH OF EAST BATON ROUGE**

I, Stephen Hightower, certify that I am the duly qualified and acting Secretary / Treasurer of the Board of Directors of Visit Baton Rouge (the "Board"), the governing authority of Visit Baton Rouge ("VBR").

I further certify that the above and foregoing resolution to which this certificate is attached is a true and correct copy of a resolution passed by a majority of the Board present and voting at a properly constituted meeting of the Board held at Visit Baton Rouge's office on December 11, 2025, at which said meeting a quorum of the Board was present and acting throughout.

IN WITNESS WHEREOF, witness my official signature on this 11<sup>th</sup> day of December 2025, at Baton Rouge, Louisiana.

\_\_\_\_\_  
Stephen Hightower, Secretary / Treasurer

Motion Carried

Discussion was held in connection with an addendum to the CEA with Patton Productions for the creation of the Film Trail.

A motion was made by Mary Stein and seconded by Jeremy Fontenot to adopt the following resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE ("VBR")  
CONCERNING AN AMENDMENT TO THAT CERTAIN  
COOPERATIVE ENDEAVOR AGREEMENT WITH PATTON PRODUCTIONS, INC. ("PATTON")  
RELATING TO THE CREATION OF THE VISIT BATON ROUGE FILM TRAIL (the "FILM TRAIL")  
DECEMBER 11, 2025**

**WHEREAS**, in March 2024 VBR entered into a Cooperative Endeavor Agreement with Patton for the creation of the Film Trail (the "CEA").

**WHEREAS**, Pursuant to Section 2(b)(ix) of the CEA, Patton was required to complete the Development Phase of the Film Trail, as such term is defined in the CEA, prior to December 31, 2025.

**WHEREAS**, Patton has requested that the completion date of the Development Phase of the Trail be extended to December 31, 2026.

**WHEREAS**, VBR professional staff agrees that such an extension is warranted and recommends to the Board that VBR grant such an extension.

**WHEREAS**, to authorize the President & CEO and the Chairman of the Board to enter into and deliver an amendment to 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 an amendment to the CEA between VBR and Patton relating to the Film Trail, extending the completion date for the Development Phase of the Film Trail, as such Term is defined in the CEA, from December 31, 2025 to December 31, 2026.

Motion Carried.

There being no old business on the agenda, a motion was made by Stephen Hightower and seconded by Jeremy Fontenot to adjourn the meeting.

Motion Carried.