

VISIT BATON ROUGE

BOARD MINUTES

December 14, 2021

A scheduled board meeting of Visit Baton Rouge was held on Tuesday, December 14, 2021, at the Main Library, located at 7711 Goodwood Blvd.

Present were:

Scott Michelet
Mickey Freiberg
Claude Reynaud
Norman Chenevert
Gary Patureau
Mary Stein
Rowdy Gaudet

Absent were:

Adrienne Moore
Kim Ginn

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Karron Alford, Staff
Geraldine Bordelon, Staff
Stacy Simon, Staff
Danielle Bonfiglio, Staff
Sid Jackson, Retired Controller
Chuck Elkins, Legal Counsel
Gary Jupiter, Incoming board member
Tim Boone, The Advocate

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

Paul Arrigo introduced Yvette Bonanno, caterer, and Danielle Bonfiglio, who will replace Jessica Coffing as the Director of Finance, and Gary Jupiter, who will be replacing Ben Blackwell.

A motion was made by Gary Patureau, seconded by Mary Stein to approve the October 28, 2022 minutes as presented.

Motion carried.

Sid Jackson presented the Treasurer's Report and reviewed October financial statements.

In a public hearing, Paul Arrigo and management staff reviewed the 2022 Proposed Budget. A motion was made by Mary Stein, seconded by Gary Patureau to adopt the 2022 Budget as presented.

Motion carried.

Mary Stein, reporting for the Nominating Committee, presented the following as the proposed Slate of Officers for 2022:

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

The Slate of Officers will be voted on at the January 2022 board meeting.

Scott Michelet reporting for the Personnel Committee stated that the Committee met on December 1, 2021 to review and discuss Paul Arrigo's Employment Agreement. Chuck Elkins presented an overview of the proposed contract stating that it was for nine months, January 2022 – September 2022 since Mr. Arrigo announced that he would be retiring September 30, 2022. A motion was made by Gary Patureau, seconded by Claude Reynaud to adopt the following Resolution and Exhibits attached hereto as presented.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
VISIT BATON ROUGE
DECEMBER 14, 2021**

BE IT RESOLVED by the Personnel Committee (the "Committee") that it is the recommendation of the Committee to the Board of Directors (the "Board") that certain Employment Agreement by and between Visit Baton Rouge and its CEO (the "Employment Agreement") be revised and adjusted: (i) to provide for a final termination of such Agreement on September 30, 2022, (ii) for the elimination of any incentive payment for 2022, and (iii) for such other changes and modifications that the committee deems appropriate in the circumstances.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that the base salary of the CEO be set at the sum of One Hundred Forty-Six Thousand, Two Hundred Fifty and NO/100 Dollars (\$146,250.00) for the period January 1 through September 30, 2022.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that the Chair of the Board be authorized and directed to execute and deliver to the CEO the Employment Agreement reflecting the changes set forth in the prior resolutions and any other non-material changes or modifications to such agreements that the Chair deems appropriate and in the best interest of VBR.

Motion carried.

Scott Michelet, Chairman, appointed the following Search Committee to assist in search of a replacement for Mr. Arrigo.

Scott Michelet
Claude Reynaud
Mary Stein
Gary Jupiter
Paul Arrigo, non-voting member

Mr. Arrigo presented the President's Report.

Chuck Elkins updated the board in regard to the RFP process to select an advertising agency. On a motion 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 CONTRACT WITH
MESH, L.L.C.
DECEMBER 14, 2021**

WHEREAS, over the past several months, Visit Baton Rouge ("VBR") has conducted a full and fair request for proposals process (an "RFP") to select an advertising agency to assist VBR in its advertising and marketing efforts over the next five 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 advertising agencies who responded to the RFP.

WHEREAS, because of such analysis, VBR staff has selected Mesh, L.L.C. ("Mesh") to be VBR's lead advertising agency over the next five years.

WHEREAS, VBR staff represents to the Board that it is their opinion that the proposal of Mesh 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 and other evaluation factors set forth in the RFP.

THEREFORE, BE IT RESOLVED by the Board of Directors (the "Board") of VBR that Paul J. Arrigo, CEO of VBR, and the Chairman of the Board (the "Chairman"), acting jointly, are hereby directed and authorized on behalf of VBR to negotiate, execute, and deliver an agreement for marketing and advertising services with Mesh, L.L.C. (the "Advertising Agreement"), which in the Chairman and Mr. Arrigo's joint opinion is in the best interests of VBR and consistent with the RFP and the response by Mesh, L.L.C.

BE IT FURTHER RESOLVED that, the Chairman and Mr. Arrigo are further directed and empowered in the name of and on behalf of VBR to take all actions, including without limitation to approve any amendment or change in the Advertising Agreement that the Chairman and Mr. Arrigo, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above or to the accomplishment of VBR's aims and purposes relative to the Advertising Agreement, provided, however, any amendment or change to the Advertising Agreement approved by the Chairman and Mr. Arrigo shall be made only if such change is, in the Chairman and Mr. Arrigo's joint discretion, in the best interests of VBR.

Motion carried.

Chuck Elkins presented the following Resolution relating to the resignation of Jessica Coffing, former Director of Finance. On a motion by Gary Patureau, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
VISIT BATON ROUGE APPROVING AND RATIFYING PART-TIME EMPLOYMENT AGREEMENT
BETWEEN VBR AND JESSICA COFFING
DECEMBER 14, 2021**

WHEREAS, Ms. Jessica Coffing, the former Director of Finance, resigned her position with VBR effective November 24, 2021. In order to assist VBR to close its books for 2021 and to allow an orderly transition of Ms. Coffing's duties to her successor, Ms. Coffing was immediately re-hired as a part-time temporary employee in the accounting department. To document such employment relationship and to clarify certain duties, rights, and obligations of the parties, that certain Part-Time Employment Agreement dated November 23, 2021 (the "Coffing Employment Agreement") was executed by VBR and Ms. Coffing. The Coffing Employment Agreement is attached hereto as Exhibit "A."

WHEREAS, to ratify and approve the Coffing Employment Agreement the following resolution is offered:

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of VBR that the Board hereby finds that the terms and conditions of the Coffing Employment Agreement are in the best interests of Visit Baton Rouge and hereby ratifies and approves that agreement effective the agreement's effective date.

Motion carried.

Discussion was held in regard to the Tourism Revival Fund. A motion was made by Mary Stein, seconded by Claude Reynaud to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF
VISIT BATON ROUGE CONCERNING THE APPROVAL AND RATIFICATION OF A COOPERATIVE
ENDEAVOR AGREEMENT WITH THE STATE OF LOUISIANA FOR THE RECEIPT OF FUNDS FROM
THE TOURISIM REVIVAL FUND**

December 14, 2021

WHEREAS, the State of Louisiana using moneys allocated from the Federal Government has established the Tourism Revival Fund (the "Fund").

WHEREAS, the Fund is to be used by the State to provide grants to local and regional tourist commissions for marketing and promoting Louisiana as a tourism destination for in-state and out-of-state travel activity.

WHEREAS, VBR has been awarded a grant from the Fund in the amount of \$3,683,253.07 (the "Grant") and has entered into that certain Cooperative Endeavor Agreement by and between VBR and the State of Louisiana dated December 6, 2021 (the "CEA") as a condition of receiving the Grant. The CEA is attached hereto as Exhibit "A."

WHEREAS, to ratify and approve the CEA the following resolution is offered:

NOW THEREFORE, BE IT HEREBY RESOLVED that the Board of Directors of Visit Baton Rouge hereby finds that the terms and conditions of the CEA attached hereto as Exhibit "A" are in the best interests of Visit Baton Rouge and hereby ratifies and approves such CEA effective that agreement's effective date.

Motion carried.

Discussion was held regarding Garth Brooks Stadium Tour Concert. 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 THE GARTH BROOKS STADIUM TOUR CONCERT 2022
EVENT**

DECEMBER 14, 2021

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 the Parish of East Baton Rouge;

WHEREAS, in furtherance of such governmental mission, VBR desires to sponsor the Baton Rouge stop of the Garth Brooks Stadium Tour Concert in Tiger Stadium on April 30, 2022 (the "Event"); and

WHEREAS, to authorize the Chairman and the President & CEO of VBR to negotiate and enter into an agreement pursuant to which VBR shall sponsor such Event and other matters necessary and convenient to such sponsorship, the following resolution is offered:

NOW THEREFORE, BE IT RESOLVED that the Board hereby authorizes and directs the Chairman of the Board and Paul J. Arrigo, President/CEO, acting in their joint discretion, to negotiate, execute, and deliver a cooperative endeavor agreement (the "Agreement") by and between VBR and LSU Sports Properties, with such to Agreement to contain such terms and conditions as the Chairman and Mr. Arrigo, in their joint discretion, believe to be in VBR's best interest.

Motion carried.

There being no further business, the meeting adjourned.