

VISIT BATON ROUGE

BOARD MINUTES

December 13, 2018

A scheduled board meeting of Visit Baton Rouge was held on Thursday, December 13, 2018 at its office located at 359 Third Street.

Present were:

Scott Michelet
Donna Collins Lewis
Mickey Freiberg
Flynn Foster
Claude Reynaud
Ralph Ney

Absent were:

Pastor Wesley
Mark Drennen
Carolyn McKnight
Norman Chenevert

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Sid Jackson, former Visit Baton Rouge Controller
Karron Alford, Staff
Geraldine Bordelon, Staff
Stacy Simon, Staff
Philipa Blair, Staff
Jessica Coffing, Staff
Chuck Elkins, Legal Counsel
Mary Stein, Assistant Library Director, EBRP Library
Ben Blackwell, General Manager, Courtyard by Marriott Baton Rouge Downtown
Holly Dutchman, Baton Rouge Business Report

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

Paul Arrigo introduced Jessica Coffing as the new Director of Finance and Courtney Taylor as the new Director of Destination Services. Mr. Arrigo recognized Philipa Blair, who was retiring from Visit Baton Rouge and Ralph Ney, who concluded his last term on the board. Mr. Arrigo thanked them for their dedication and contribution to Visit Baton Rouge.

In addition, Mr. Arrigo recognized Ben Blackwell, General Manager, Courtyard by Marriott, and Mary Stein, Assistant Library Director.

A motion was made by Flynn Foster, seconded by Ralph Ney to approve the October 25, 2018 minutes as presented.

Motion carried.

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

In a public hearing, Sid Jackson distributed and reviewed the 2019 Proposed Budget. A motion was made by Donna Collins Lewis, seconded by Claude Reynaud to adopt the 2019 Budget as presented.

Motion carried.

Ralph Ney, reporting for the Nominating Committee, presented the following as the proposed Slate of Officers for 2019:

Norman Chenevert, Chairman
Scott Michelet, Vice Chairman
Claude Reynaud, Secretary/Treasurer

In lieu of Ms. McKnight's resignation, Chuck Elkins stated that he would review the Bylaws regarding the Immediate Past Chairman's vacant position.

The Slate of Officers will be voted on at the January 2019 board meeting.

Scott Michelet reporting for the Personnel Committee stated that the Committee met on November 29, 2018 to review and discuss Paul Arrigo's Employment Agreement and Performance Objectives and Incentive Payment Addendum for January 1, 2019 - December 31, 2019. A motion was made by Claude Reynaud, seconded by Flynn Foster to adopt the following Resolution and Exhibits attached hereto as presented.

RESOLUTIONS OF THE BOARD OF DIRECTORS DECEMBER 13, 2018

BE IT RESOLVED by the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that for purposes of the calendar year 2019 incentive compensation addendum (the "2019 Incentive Addendum") to be offered to the President & CEO of VBR pursuant to Paragraph 6.2 of that certain Amended and Restated Employment Agreement dated effective January 1, 2019 by and between VBR and its President & CEO (the "2019 Employment Agreement"):

- (A) The "Room Nights Booked" goal and the lower room nights booked threshold shall be 90,000 room nights and 85,500 room nights respectively; and
- (B) The "Tax Revenue" goal and the lower tax revenue threshold shall be \$5,393,500 and \$5,123,825 respectively.

BE IT FURTHER RESOLVED by the Board that the Secretary/Treasurer of the Board be authorized and directed to execute and deliver to the President & CEO the 2019 Employment Agreement and the related 2019 Incentive Addendum reflecting the changes set forth in the prior resolutions and any other changes or modifications to such agreements that the Secretary/Treasurer deems appropriate and in the best interest of VBR.

Motion carried.

Paul Arrigo and Department Heads presented the President's Report.

Paul Arrigo presented a brief overview regarding Visit Baton Rouge's current 457 Deferred Compensation Retirement Plan. A motion was made by Ralph Ney, seconded by Mickey Freiberg to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS
CONCERNING
CHANGES TO VBR EMPLOYEE RETIREMENT BENEFIT PLAN WITH RESPECT TO NEW
EMPLOYEES**

DECEMBER 13, 2018

WHEREAS, VBR currently maintains a defined contribution employee benefit plan (the "Plan") which provides for a delay in Plan participation by new VBR employees; and **WHEREAS**, to bring the Plan into concordance and compliance with law and other provisions of VBR's employee benefit programs, and subject to the Plan administrator's favorable opinion, effective January 1, 2019 new VBR employees will be eligible to participate in the Plan on the first day of the next Plan quarter after such new employees' hire date, provided, that, such new employee shall have completed forty(40) hours of service and a sixty (60) day probationary period.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors (the "Board") of VBR that, Paul Arrigo, President & CEO, is hereby authorized and directed to take all any and actions necessary and/or convenient to amend the governing documents and agreements of the Plan to affect the above described Plan changes effective January 1, 2019.

Motion carried.

There being no further business, the meeting adjourned.